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Return of Private Foundation

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

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

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

BUSFIELD FOUNDATION

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

Room/suite

175 GARRETT ROAD

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

WINDSOR, NY 13865

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 1,333,937. (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
4	Dividends and interest from securities	35,192.	35,192.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	78,138.			
b	Gross sales price for all assets on line 6a	371,623.			
7	Capital gain net income (from Part IV, line 2)		78,138.		
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	5.	0.		STATEMENT 3
12	Total. Add lines 1 through 11	113,346.	113,341.		
13	Compensation of officers, directors, trustees, etc	10,000.	0.	10,000.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	1,695.	847.	848.	
c	Other professional fees	6,546.	6,546.	0.	
17	Interest				
18	Taxes	3,218.	440.	0.	
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	332.	0.	308.	
24	Total operating and administrative expenses Add lines 13 through 23	21,791.	7,833.	11,156.	
25	Contributions, gifts, grants paid	71,822.		71,822.	
26	Total expenses and disbursements, UT Add lines 24 and 25	93,613.	7,833.	82,978.	
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	19,733.			
b	Net investment income (if negative, enter -0-)		105,508.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Assets	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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		35,051.	126,085.	126,085.
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	1,169,877.	1,098,576.	1,207,852.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,204,928.	1,224,661.	1,333,937.
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 checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		1,204,928.	1,224,661.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		1,204,928.	1,224,661.	
	31 Total liabilities and net assets/fund balances		1,204,928.	1,224,661.	

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	1,204,928.
2 Enter amount from Part I, line 27a	2	19,733.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,224,661.
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	1,224,661.

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					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	371,623.	293,485.	78,138.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			78,138.		
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	78,138.	
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	77,349.	1,245,298.	.062113
2011	81,577.	1,290,930.	.063192
2010	82,784.	1,257,714.	.065821
2009	82,934.	1,121,818.	.073928
2008	82,081.	1,342,254.	.061152

2 Total of line 1, column (d)

2 .326206

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 .065241

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 1,309,462.

5 Multiply line 4 by line 3

5 85,431.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,055.

7 Add lines 5 and 6

7 86,486.

8 Enter qualifying distributions from Part XII, line 4

8 82,978.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2013 estimated tax payments and 2012 overpayment credited to 2013 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded ► 11	1	2,110.
2	0.			
3	2,110.			
4	0.			
5	2,110.			
6a	1,540.			
6b				
6c				
6d				
7	1,540.			
8				
9	570.			
10				
11				

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a	NY	
8b	X	
9		X
10		X

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.

If "Yes," attach a detailed description of the activities.

If "Yes," attach a conformed copy of the changes.

If "Yes," attach the statement required by General Instruction T.

If "Yes," complete Part II, col. (c), and Part XV

If "Yes," attach a schedule listing their names and addresses.

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>STEPHEN FEEHAN</u>		Telephone no. ► <u>607-655-3663</u>
Located at ► <u>175 GARRETT ROAD, WINDSOR, NY</u>		ZIP+4 ► <u>13865</u>
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 ► <u>15</u> <u>N/A</u>		
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? ► <u>16</u> <u>Yes</u> <u>No</u> 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

	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
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.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

5a During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	5b
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		►	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
<i>If "Yes" to 6b, file Form 8870.</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(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
STEPHEN P. FEEHAN 175 GARRETT RD WINDSOR, NY 13865	TRUSTEE 2.00	0.	0.	0.
JOAN REES 175 GARRETT RD WINDSOR, NY 13865	TRUSTEE 1.00	0.	0.	0.
JUNE NOLAN 175 GARRETT RD WINDSOR, NY 13865	TRUSTEE 1.00	0.	0.	0.
JOHN FEEHAN 175 GARRETT RD WINDSOR, NY 13865	TRUSTEE 1.00	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.

Form 990-PF (2013)

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,184,981.
b	Average of monthly cash balances	1b	144,422.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,329,403.
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	1,329,403.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,941.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,309,462.
6	Minimum investment return. Enter 5% of line 5	6	65,473.

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	65,473.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,110.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,110.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	63,363.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	63,363.
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	63,363.

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	82,978.
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	82,978.
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	82,978.

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				63,363.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	15,314.			
b From 2009	27,327.			
c From 2010	20,500.			
d From 2011	17,462.			
e From 2012	16,623.			
f Total of lines 3a through e	97,226.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 82,978.			0.	
a Applied to 2012, but not more than line 2a				
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			63,363.	
e Remaining amount distributed out of corpus	19,615.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	116,841.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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	15,314.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	101,527.			
10 Analysis of line 9:				
a Excess from 2009	27,327.			
b Excess from 2010	20,500.			
c Excess from 2011	17,462.			
d Excess from 2012	16,623.			
e Excess from 2013	19,615.			

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	Prior 3 years			(e) Total
			(a) 2013	(b) 2012	(c) 2011	
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).)

NONE

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	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				
AFTON CENTRAL SCHOOL <u>AFTON, NY 13730</u>	NONE	PUBLIC CHARITY	GENERAL	2,000.
AUBURN UNIVERSITY DEV. DISABILITIES CLINIC <u>AUBURN, AL 36849</u>	NONE	PUBLIC CHARITY	GENERAL	1,500.
BINGHAMTON UNIVERSITY FOUNDATION <u>BINGHAMTON, NY 13901</u>	NONE	PUBLIC CHARITY	GENERAL	1,000.
CHRIST EPISCOPAL CHURCH <u>BINGHAMTON, NY 13901</u>	NONE	PUBLIC CHARITY	GENERAL	25,376.
COMMUNITY FOUNDATION OF SOUTH CENTRAL NY <u>BINGHAMTON, NY 13905</u>	NONE	PUBLIC CHARITY	GENERAL	1,182.
Total	SEE CONTINUATION SHEET(S)			► 3a 71,822.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11.	
4 Dividends and interest from securities			14	35,192.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	5.	
8 Gain or (loss) from sales of assets other than inventory			18	78,138.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		113,346.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		113,346.
(See worksheet in line 13 instructions to verify calculations.)					

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).

Portfolio Holdings
Busfield Foundation
EIN # 16-1468338
Schedule I
12/31/2013
Part II, Line 13

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 98.00% of Portfolio								
RUSSELL GLOBAL EQUITY FUND CLASS S				Security Identifier: RGESX CUSIP 782478119				
Open End Fund								
Dividend Option, Reinvest, Capital Gains Option, Reinvest								
Average	7,212.110	10.8980	78,600.73	11.4300	82,434.42	3,833.69	514.22	0.62%
RUSSELL U.S. LARGE CAP EQUITY FUND				Security Identifier: RLCSX CUSIP 78249R805				
CLASS S								
Open End Fund								
Dividend Option, Reinvest, Capital Gains Option, Reinvest								
Average	29,294.712	10.2180	299,328.05	13.0700	382,881.89	83,553.84	3,398.18	0.88%
RUSSELL U.S. MID CAP EQUITY FUND				Security Identifier: RMCSX CUSIP 78249R602				
CLASS S								
Open End Fund								
Dividend Option, Reinvest, Capital Gains Option, Reinvest								
Average	7,122.748	10.2430	72,958.01	12.3600	88,037.17	15,079.16	373.94	0.42%

Busfield Foundation
EIN # 16-1468338
Schedule I (Continued)
12/31/2013

RUSSELL INT'L DEVELOPED MARKETS

FUND CLASS I

Open End Fund

Dividend Option: Reinvest; Capital Gains Option: Reinvest

Average

3,007.547

36,0200

108,331.82

36,9500

111,128.86

2,797.04

2,797.04

2,415.36

2,1796

Total Noncovered

3,007.547

32,5310

7,110.22

36,9500

8,075.98

965.76

175.53

2,1796

Total Covered

218.565

7,110.22

36,9500

8,075.98

965.76

175.53

Total

3,226.112

715,442.04

\$119,204.84

\$3,762.80

\$2,590.89

RUSSELL STRATEGIC BOND FUND CLASS I

FUND CLASS S

Open End Fund

Dividend Option: Reinvest; Capital Gains Option: Reinvest

Average

19,914.639

10,4260

207,628.67

10,7300

213,684.08

6,055.41

1,8396

Total Noncovered

19,914.639

11,0470

18,371.51

10,7300

17,844.32

-527.19

-527.19

Total Covered

1,663.031

18,371.51

17,844.32

\$231,528.40

\$5,528.22

\$4,242.16

RUSSELL EMERGING MARKETS FUND CL S

FUND CLASS S

Open End Fund

Dividend Option: Reinvest; Capital Gains Option: Reinvest

Average

4,190.748

15,1660

63,558.17

17,9800

75,349.65

11,791.48

552.75

0.7396

Total Noncovered

4,190.748

18,2860

7,656.71

17,9800

7,528.71

-128.00

-128.00

55.23

0.7396

Total Covered

4,18.727

7,656.71

7,528.71

-128.00

-128.00

55.23

0.7396

Total

4,589.475

\$71,214.88

\$82,878.36

\$11,663.48

\$60.98

RUSSELL REAL ESTATE SECURITIES

FUND CLASS S

Open End Fund

Dividend Option: Reinvest; Capital Gains Option: Reinvest

Average

1,208.895

39,3270

47,541.67

36,4600

44,076.32

-3,465.35

-747.19

-747.19

1,410.41

3,1996

Total Noncovered

1,208.895

38,4260

-14,606.18

36,4600

13,856.99

-13,858.99

-747.19

443.48

3,1996

Total Covered

380.115

14,606.18

14,606.18

\$57,935.31

\$4,212.54

\$1,853.89

RUSSELL GLOBAL OPPORTUNISTIC

CREDIT FUND CLASS S

Open End Fund

Dividend Option: Reinvest; Capital Gains Option: Reinvest

Average

4,192.589

10,1070

42,374.10

9,9200

41,590.48

-783.62

2,251.42

5,419%

Busfield Foundation
EIN # 16-1468338
Schedule I (Continued)
12/31/2013

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
RUSSELL GLOBAL INFRASTRUCTURE FUND								
CLASS S								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
Average	2,091,772	11.9870	25,073.69	11.7800	24,641.07	-432.62		2.38%
RUSSELL COMMODITY STRATEGIES FUND								
CLASS S								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
Average	5,960,935	10.7160	63,875.46	8.4100	50,131.46	-13,744.00		
Total Noncovered	5,960,935		63,875.46		50,131.46	-13,744.00		
Average	945,423	8.5000	8,036.08	8.4100	7,951.01	-85.07		
Total Covered	945,423		8,036.08		7,951.01	-85.07		
Total	6,906,358				\$71,911.54	\$58,082.47	\$13,829.07	\$0.00
RUSSELL U.S. SMALL CAP EQUITY FUND								
CLASS S								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
Average	1,073,333	26,2340	28,158.27	30,8800	33,144.52	4,986.25		0.34%
Total Noncovered	1,073,333		28,158.27		33,144.52	4,986.25		114.63
Average	177,886	30,1690	5,366.69	30,8800	5,493.12	126.43		
Total Covered	177,886		5,366.69		5,493.12	126.43		19.00
Total	1,251,219		\$33,524.96		\$38,637.64	\$5,112.68		19.00
Total Mutual Funds			\$1,098,576.03		\$1,207,852.05	\$109,276.02		\$16,554.93

BUSFIELD FOUNDATION

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	7,484.695 SHS RUSSELL US LARGE CAP EQUITY FUND CLA	P	02/06/12	12/31/13
b	2,112.629 SHS RUSSELL US MID CAP EQUITY FUND CLAS	P	02/06/12	12/31/13
c	1,589.335 SHS RUSSELL INT'L DEVELOPED MARKETS FUN	P	VARIOUS	12/31/13
d	4,072.238 SHS RUSSELL STRATEGIC BOND FUND CLASS I	P	VARIOUS	12/31/13
e	421.047 SHS RUSSELL EMERGING MARKETS FUND CL S	P	VARIOUS	05/22/13
f	295.013 SHS RUSSELL GLOBAL REAL ESTATE SECURITIES	P	VARIOUS	05/22/13
g	444.208 SHS RUSSELL US SMALL CAP EQUITY FUND CLAS	P	10/11/07	12/31/13
h	2,555.721 SHS RUSSELL INT'L DEVELOPED MARKETS FUN	P	VARIOUS	12/31/13
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 93,157.		74,945.	18,212.
b 25,799.		21,153.	4,646.
c 56,231.		57,248.	-1,017.
d 44,386.		42,457.	1,929.
e 8,110.		6,386.	1,724.
f 12,821.		11,602.	1,219.
g 13,142.		11,575.	1,567.
h 88,760.		68,119.	20,641.
i 29,217.			29,217.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			18,212.
b			4,646.
c			-1,017.
d			1,929.
e			1,724.
f			1,219.
g			1,567.
h			20,641.
i			29,217.
j			
k			
l			
m			
n			
o			

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	78,138.
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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CORNERSTONE UNITED METHODIST CHURCH <u>BALDWINSVILLE, NY 13027</u>	NONE	PUBLIC CHARITY	GENERAL	1,250.
DEAN ROAD ELEMENTARY <u>AUBURN, AL 36830</u>	NONE	PUBLIC CHARITY	GENERAL	500.
DEEP <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL	500.
DEPOSIT CENTERAL SCHOOL <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL	2,000.
DEPOSIT CHILDREN'S CENTER <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL	1,400.
DEPOSIT COMMUNITY THEATER <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL	5,000.
DEPOSIT EMERGENCY SQUAD <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL	750.
DEPOSIT FOUNDATION <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL	2,000.
DEPOSIT FREE LIBRARY <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL ; LISTTOTAL 2182	2,182.
DEPOSIT HISTORICAL SOCIETY <u>DEPOSIT, NY 13754</u>	NONE	PUBLIC CHARITY	GENERAL	750.
Total from continuation sheets				40,764.

BUSFIELD FOUNDATION

16-1468338

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ELIZABETH CHURCH MANOR	NONE	PUBLIC CHARITY	GENERAL	
<u>BINGHAMTON, NY 13901</u>				1,000.
FERRE INSTITUTE	NONE	PUBLIC CHARITY	GENERAL	
<u>BINGHAMTON, NY 13905</u>				1,000.
LOURDES HOSPITAL FOUNDATION	NONE	PUBLIC CHARITY	GENERAL	
<u>BINGHAMTON, NY 13901</u>				3,000.
OPPORTUNITIES, ALTERNATIVE & RESOURCES	NONE	PUBLIC CHARITY	GENERAL	
<u>ITHACA, NY 14850</u>				1,500.
PULMONARY HYPERTENSION ASSOC.	NONE	PUBLIC CHARITY	GENERAL	
<u>SILVER SPRING, MD 20910</u>				6,000.
WINDSOR CENTRAL SCHOOL	NONE	PUBLIC CHARITY	GENERAL	
<u>WINDSOR, NY 13865</u>				4,000.
AUBURN EARLY EDUCATION - HAPIE PROGRAM	NONE	PUBLIC CHARITY	GENERAL	
<u>ITHACA, NY 14850</u>				252.
SOS SHELTER INC.	NONE	PUBLIC CHARITY	GENERAL	
<u>BINGHAMTON, NY 13901</u>				2,000.
ST JUDE'S HOSPITAL	NONE	PUBLIC CHARITY	GENERAL	
<u>MEMPHIS, TN 38105</u>				500.
TRI CITIES OPERA	NONE	PUBLIC CHARITY	GENERAL ; LISTTOTAL 1000	
<u>BINGHAMTON, NY 13901</u>				1,000.
Total from continuation sheets				

BUSFIELD FOUNDATION

16-1468338

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

323831
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CASH EQUIVALENTS	11.	11.	
TOTAL TO PART I, LINE 3	11.	11.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	64,409.	29,217.	35,192.	35,192.	
TO PART I, LINE 4	64,409.	29,217.	35,192.	35,192.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	5.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,695.	847.		848.
TO FORM 990-PF, PG 1, LN 16B	1,695.	847.		848.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEE	6,546.	6,546.		0.
TO FORM 990-PF, PG 1, LN 16C	6,546.	6,546.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON INVESTMENTS	440.	440.		0.
FEDERAL EXERCISE TAXES	2,778.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,218.	440.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPARTMENT OF LAW	250.	0.		250.
PUBLIC NOTICE FEE	58.	0.		58.
PENALTY	24.	0.		0.
TO FORM 990-PF, PG 1, LN 23	332.	0.		308.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE I	COST	1,098,576.	1,207,852.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,098,576.	1,207,852.