Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE JAMES E. AND ALLYCE DARLING
NESWORTHY CHARITABLE TRUST

A Employer identification number
20-1536989

Number and street (or P O box number if mail is not delivered to street address): RSB, 160 FEDERAL STREET
Room/suite: 15TH

B Telephone number
617-542-2300

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02110

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,183,824.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	29,723.	29,723.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,267.			
	b Gross sales price for all assets on line 6a 105,516.				
	7 Capital gain net income (from Part IV, line 2)		9,267.		
	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	132.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	39,122.	38,990.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,198.	8,398.		2,800.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,155.	0.		2,155.
	c Other professional fees STMT 4	2,600.	0.		2,600.
	17 Interest				
	18 Taxes STMT 5	1,436.	1,436.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	181.	0.		181.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,570.	9,834.		7,736.
	25 Contributions, gifts, grants paid	50,000.			50,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	67,570.	9,834.		57,736.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<28,448.>			
	b **Net investment income** (if negative, enter -0-)		29,156.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	145,077.	180,701.	180,701.
	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	19,576.		
	b Investments - corporate stock STMT 9	506,648.	516,846.	772,129.
	c Investments - corporate bonds STMT 10	75,978.	25,979.	26,399.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	181,573.	176,633.	204,595.
	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 I)	928,852.	900,159.	1,183,824.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	<669.>	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	928,852.	900,828.	
	30 **Total net assets or fund balances**	928,852.	900,159.	
	31 **Total liabilities and net assets/fund balances**	928,852.	900,159.	

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	928,852.
2	Enter amount from Part I, line 27a	2	<28,448.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	424.
4	Add lines 1, 2, and 3	4	900,828.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	669.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	900,159.

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 STATEMENT			
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	105,516.		96,249.	9,267.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				9,267.

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 9,267.

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	49,439.	1,026,752.	.048151
2011	52,054.	1,045,863.	.049771
2010	47,242.	1,009,417.	.046801
2009	49,219.	958,249.	.051363
2008	47,450.	1,103,744.	.042990

2	Total of line 1, column (d)	2	.239076
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	.047815
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,113,638.
5	Multiply line 4 by line 3	5	53,249.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	292.
7	Add lines 5 and 6	7	53,541.
8	Enter qualifying distributions from Part XII, line 4	8	57,736.

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 ▶ [X] and enter 1% of Part I, line 27b			1	292.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	292.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	292.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	240.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	240.
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	52.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ WILLIAM B. TYLER, C/O RSB Telephone no ▶617-542-2300
Located at ▶160 FEDERAL STREET, 15TH FLOOR, BOSTON, MA ZIP+4 ▶02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			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? ☐ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	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? ☐ 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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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? | 6b | | X

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? 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
ALBERT M. FORTIER, JR., ESQ. 160 FEDERAL STREET, 15TH FLOOR BOSTON, MA 02110	TRUSTEE 2.00	5,599.	0.	0.
WILLIAM B. TYLER, ESQ. 160 FEDERAL STREET, 15TH FLOOR BOSTON, MA 02110	TRUSTEE 2.00	5,599.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	944,213.
b	Average of monthly cash balances	1b	186,384.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,130,597.
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	1,130,597.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,959.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,113,638.
6	**Minimum investment return.** Enter 5% of line 5	6	55,682.

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	55,682.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 292.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	292.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	55,390.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,390.
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	55,390.

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	57,736.
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	57,736.
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	292.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	57,444.

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				55,390.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			47,182.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 57,736.				
a Applied to 2012, but not more than line 2a			47,182.	
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				10,554.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				44,836.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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

WILLIAM B. TYLER, C/O RACKEMANN, SAWYER & BREWSTER
160 FEDERAL STREET, 15TH FLOOR, BOSTON, MA 02110

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

INITIAL CONTACT BY TELEPHONE

c Any submission deadlines

NONE

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				50,000.
Total			▶ 3a	50,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,723.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	9,267.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FEDERAL TAX REFUND -					
b 2012 990			01	132.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		39,122.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 39,122.

(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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 2/24/14 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY CHAIT	BARRY CHAIT	02/20/14		P01452996
Firm's name ▶ MARCUM LLP			Firm's EIN ▶ 11-1986323	
Firm's address ▶ 53 STATE STREET, FLOOR 38 BOSTON, MA 02109			Phone no (617)742-9666	

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	125 SHRS CENTURYLINK INC	P	04/27/12	10/03/13
b	500 SHRS ABB LTD ADR	P	11/17/09	08/14/13
c	250 SHRS ABBOTT LABORATORIES	P	06/17/04	08/14/13
d	200 SHRS CHECK POINT SOFTWARE TECH LTD	P	11/17/09	08/14/13
e	50,000 GENERAL ELECTRIC CO 5% 2/1/13	P	01/30/03	02/01/13
f	20,000 US TREASURY NOTES 4.25% 11/15/13	P	05/04/04	11/15/13
g				
h				
i				
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	3,880.		4,844.	<964.>
b	11,216.		9,629.	1,587.
c	8,848.		5,198.	3,650.
d	11,572.		6,578.	4,994.
e	50,000.		50,000.	0.
f	20,000.		20,000.	0.
g				
h				
i				
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				<964.>
b				1,587.
c				3,650.
d				4,994.
e				0.
f				0.
g				
h				
i				
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	9,267.
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

323591
05-01-13

THE JAMES E. AND ALLYCE DARLING
NESWORTHY CHARITABLE TRUST.
WILLIAM B, TYLER AND ALBERT M.
FORTIER, JR, TRUSTEES
Account Number: XX0725

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Cash and Equivalents							
[redacted]							
180,408.130	STATE STREET INT BRG DEM DEP ACCOUNT	857949BL4	180,408.13	180,408.13	1.00	180,408.13	90.20
Total Cash and Equivalents			$180,626.36	$180,626.36		$180,626.36	$90.20
Corporate Bonds							
[redacted]							
Total Corporate Bonds			$25,978.50	$25,978.50		$26,398.75	$1,550.00
Equities							
[redacted]							
250.000	ABBVIE INC	00287Y109	5,636 90	5,636.90	52.81	13,202.50	400.00
[redacted]							
150.000	CAPITAL ONE FINANCIAL CORP	14040H105	10,325 27	10,325.27	76 61	11,491.50	180.00
[redacted]							
400.000	COLGATE PALMOLIVE CO	194162103	10,813.00	10,676.50	65.21	26,084.00	544.00
[redacted]							
200.000	DEERE & CO	244199105	14,738.00	14,738.00	91.33	18,266.00	408.00
[redacted]							
300.000	EXXON MOBIL CORP	30231G102	25,148.70	24,277.60	101.20	30,360.00	756.00
[redacted]							
20.000	GOOGLE INC-A	38259P508	9,838.01	9,838.01	1,120.71	22,414.20	0.00
[redacted]							
300.000	HOME PROPERTIES INC	437306103	11,323 05	10,547.63	53.62	16,086.00	840.00
[redacted]							
200.000	IBM CORP	459200101	24,828.20	24,828.20	187.57	37,514.00	760 00
[redacted]							
400.000	JOHNSON & JOHNSON	478160104	21,642.00	21,642.00	91.59	36,636.00	1,056.00
[redacted]							
70.000	KIMBERLY CLARK CORP	494368103	5,516.63	5,516.63	104.46	7,312.20	226.80
[redacted]							
75.000	NATIONAL OILWELL VARCO INC	637071101	5,289.80	5,289.80	79.53	5,964.75	78 00
[redacted]							
175.000	PPL CORP	69351T106	4,803.48	4,803.48	30 09	5,265.75	257.25
[redacted]							
375.000	PEOPLES UNITED FINANCIAL INC	712704105	4,687.16	4,687.16	15.12	5,670 00	243.75
[redacted]							

THE JAMES E. AND ALLYCE DARLING
NESWORTHY CHARITABLE TRUST.
WILLIAM B, TYLER AND ALBERT M.
FORTIER, JR, TRUSTEES
Account Number: XX0725

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Equities (Continued)							
150.000	PRAXAIR INC	74005P104	13,083.74	13,083.74	130 03	19,504 50	360 00
400.000	PROCTER & GAMBLE CO	742718109	19,928.00	19,495.00	81.41	32,564.00	962.40
115.000	SOUTHERN CO	842587107	5,290.93	5,290.93	41.11	4,727.65	233.45
200.000	STRYKER CORP	863667101	8,321.85	6,533.00	75.14	15,028.00	244.00
150.000	TARGET CORP	87612E106	10,583.00	10,583.00	63.27	9,490.50	258 00
300.000	THERMO FISHER SCIENTIFIC INC	883556102	10,604.52	10,604.52	111.35	33,405.00	180.00
250.000	3M CO	88579Y101	20,337.14	19,999.00	140.25	35,062.50	855.00
300.000	TORTOISE MLP FUND INC	89148B101	7,003.50	6,404.25	27.35	8,205.00	502.60
300.000	UNITED TECHNOLOGIES CORP	913017109	22,709.00	22,709.00	113.80	34,140.00	708.00
275.000	VANGUARD FTSE EMERGING MARKETS ETF	922042858	11,220.65	10,009.45	41.14	11,313.50	389.38
500.000	WALGREEN CO	931422109	16,544.56	15,333.80	57.44	28,720.00	630 00
200.000	WISDOMTREE EMG MKTS EQUITY INCOME	97717W315	10,144.00	10,744.00	51.03	10,206.00	418.40
Total Equities			**$516,845.52**	**$509,506.69**		**$772,129.39**	**$19,607.66**
Foreign Assets							
300.000	AVAGO TECHNOLOGIES LTD	Y0486S104	$11,267.04	11,267.04	52.88	$15,863.70	$300.00
250.000	ASTRAZENECA GROUP PLC ADR	046353108	11,823.33	11,823.33	59.37	14,842.50	700 00
125.000	BCE INC	05534B760	5,092.35	5,092.35	43.29	5,411.25	279.83
500.000	BANK OF MONTREAL	063671101	28,591.96	28,591.96	66 66	33,330.00	1,429.00
200.000	BHP BILLITON LTD ADR	088606108	15,289.28	15,289.28	68.20	13,640.00	464.00
115.000	GLAXO SMITHKLINE PLC ADR	37733W105	5,365.81	5,365.81	53.39	6,139.85	277.04
220.000	ROCHE HOLDINGS LTD ADR	771195104	10,109.64	10,109.64	70.20	15,444.00	357.28
125.000	ROGERS COMMUNICATIONS INC-B	775109200	4,688.60	4,688.60	45.25	5,656.25	209.50
75.000	ROYAL DUTCH SHELL PLC ADR A	780259206	5,360.20	5,360.20	71.27	5,345.25	229.50
125.000	SANOFI ADR	80105N105	4,846.16	4,846.16	53.63	6,703.75	156.88
150.000	SCHLUMBERGER LTD	806857108	14,034.00	14,034.00	90.11	13,516.50	187.50
60.000	TORONTO DOMINION BANK	891160509	5,072.24	5,072.24	94.24	5,654.40	193 32
200.000	TOTAL SA SPONSORED ADR	89151E109	11,157.54	11,157.54	61.27	12,254.00	525.20
725.000	TRANSCANADA CORP	89353D107	30,691.48	30,691.48	45.66	33,103.50	1,280.35
460.000	VODAFONE GROUP PLC ADR	92857W209	13,243.50	13,243.50	39.31	17,689.50	[illegible]
Total Foreign Assets			**$176,633.13**	**$176,633.13**		**$204,594.45**	**$7,304.70**
Total Account Holdings			**$900,083.51**	**$892,744.58**		**$1,183,748.95**	**$28,552.56**
Total Cash and Equivalents			75.00			75.00	
TOTAL			**$ 900,158**			**$ 1,183,824**	

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The James E. and Allyce Darling Nesworthy Charitable Trust
INVESTMENT ANALYSIS
12/31/2012

	Securities	Invested Cash (P+I)	Total
January	940,531	147,082	1,087,613
February	894,939	199,722	1,094,661
March	916,288	199,551	1,115,839
April	933,304	191,028	1,124,332
May	930,944	190,956	1,121,900
June	911,024	190,484	1,101,508
July	957,295	192,716	1,150,011
August	923,714	194,216	1,117,930
September	952,068	194,111	1,146,179
October	987,074	174,456	1,161,530
November	980,254	181,583	1,161,837
December	1,003,123	180,701	1,183,824
	11,330,558	2,236,606	
Average	944,213	186,384	

The James E. and Allyce Darling Nesworthy Charitable Trust
Statement – 2013 Grant Recipients

Date	Organization	Location	Purpose	Amount
4/24/2013	Network for Teaching Entrenpreneurship New England	Babson Park, MA	Program Expansion into Gateway Cities	$10,000
10/2/2013	Beyond Soccer	Lawrence, MA	Off the Field Initiatives	$5,000
10/2/2013	FUEL Education Inc	Boston, MA	Boston University Upward Bound Program	$10,000
10/2/2013	Raw Art Works, Inc	Lynn, MA	Expansionof Project Launch	$10,000
9/14/2012	Pioneer Valley Riverfront Club	Longmeadow, MA	Renovation to the PVRC Boathouse	$15,000
			TOTAL GRANTS PAID	**$50,000**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	25,965.	0.	25,965.
INTEREST	3,758.	0.	3,758.
TOTAL TO FM 990-PF, PART I, LN 4	29,723.	0.	29,723.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND - 2012 990	132.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	132.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARCUM LLP	2,155.	0.		2,155.
TO FORM 990-PF, PG 1, LN 16B	2,155.	0.		2,155.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 FIDUCIARY TAX SERVICES	100.	0.		100.
ADMINISTRATIVE FEES - GRANTMAKING	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16C	2,600.	0.		2,600.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAX	1,196.	1,196.		0.
2013 990-PF ESTIMATE PAID	108.	108.		0.
2012 990-PF OVERPAYMENT APPLIED	132.	132.		0.
TO FORM 990-PF, PG 1, LN 18	1,436.	1,436.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA 2012 PC FILING FEE	35.	0.		35.
DEPOSITORY SERVICES FEE	29.	0.		29.
ADMINISTRATION FEES	117.	0.		117.
TO FORM 990-PF, PG 1, LN 23	181.	0.		181.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
ACCRETED DISCOUNT ON US TRSY NTS 4.25% 11/15/13	424.
TOTAL TO FORM 990-PF, PART III, LINE 3	424.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
HOME PROPERTIES INC. - ADJUSTMENT TO BASIS	173.
TORTOISE MLP FUND INC - ADJUSTMENT TO BASIS	496.
TOTAL TO FORM 990-PF, PART III, LINE 5	669.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	516,846.	772,129.
TOTAL TO FORM 990-PF, PART II, LINE 10B	516,846.	772,129.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	25,979.	26,399.
TOTAL TO FORM 990-PF, PART II, LINE 10C	25,979.	26,399.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	176,633.	204,595.
TOTAL TO FORM 990-PF, PART II, LINE 13		176,633.	204,595.