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

For calendar year 2013, or tax year beginning , 2013, and ending ,

NEWPORTFED CHARITABLE FOUNDATION
PO BOX 509
NEWPORT, RI 02840-0500

A Employer identification number: 20-5140473

B Telephone number (see the instructions): (401) 596-6300

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

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

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

H Check type of organization: [X] 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, column (c), line 16)* ► $ 4,306,246.

J Accounting method: [X] 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 (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	52.	52.	52.	
4 Dividends and interest from securities	18,477.	18,477.	18,477.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	2,018,793.			
b Gross sales price for all assets on line 6a 4,695,524.				
7 Capital gain net income (from Part IV, line 2)		2,018,793.		
8 Net short-term capital gain			10.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	2,037,322.	2,037,322.	18,539.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch) SEE ST 1	7,255.	5,755.	5,755.	
17 Interest	4,641.	4,641.	4,641.	
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 2	2,231.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	14,127.	10,396.	10,396.	
25 Contributions, gifts, grants paid STMT 3	267,085.			267,085.
26 **Total expenses and disbursements.** Add lines 24 and 25	281,212.	10,396.	10,396.	267,085.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	1,756,110.			
b **Net investment income** (if negative, enter -0-)		2,026,926.		
c **Adjusted net income** (if negative, enter -0-)			8,143.	

RECEIVED NOV 24 2014 IRS-OSC OGDEN, UT

SCANNED DEC 29 2014

914 2

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	16,680.	615,115.	615,115.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule)	2,663,590.		
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)		3,696,265.	3,691,131.
	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)	2,680,270.	4,311,380.	4,306,246.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	125,000.		
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	125,000.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► [X]			
	24	Unrestricted	2,555,270.	4,311,380.	
	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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,555,270.	4,311,380.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,680,270.	4,311,380.	

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	2,555,270.
2	Enter amount from Part I, line 27a	2	1,756,110.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,311,380.
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	4,311,380.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	164,040 SH SIFI (NFSB)	P	7/06/07	9/06/13
b	0.4151 SH SIFI	P	7/06/07	9/06/13
c	154,798 SH SIFI	P	7/06/07	11/01/13
d	205 TARGET CORP COM	P	11/21/13	11/26/13
e	LONG-TERM CAPITAL GAIN DIVIDENDS	P	VARIOUS	12/31/13

	(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	2,878,902.		1,640,400.	1,238,502.
b	5.		3.	2.
c	1,766,209.		1,023,187.	743,022.
d	13,151.		13,141.	10.
e	37,257.			37,257.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,238,502.
b				2.
c				743,022.
d				10.
e				37,257.

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	2,018,793.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	10.

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 (column (b) divided by column (c))
2012	187,495.	3,859,552.	0.048579
2011	200,550.	3,504,395.	0.057228
2010	222,546.	3,578,935.	0.062182
2009	195,266.	3,672,142.	0.053175
2008	245,745.	4,302,424.	0.057118

2	**Total** of line 1, column (d)	2	0.278282
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	0.055656
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,372,613.
5	Multiply line 4 by line 3	5	243,362.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,269.
7	Add lines 5 and 6	7	263,631.
8	Enter qualifying distributions from Part XII, line 4	8	267,085.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _______ (attach copy of letter if necessary – see instrs)		
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	20,269.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	20,269.
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	20,269.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	20,269.
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
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for 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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE RI			
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 ► ARTHUR H LATHROP Telephone no ► (401) 596-6300

Located at ► PO BOX 511 WESTERLY RI ZIP + 4 ► 02891-0511

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

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.				
1 a	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)?		1 b	N/A	
	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?		1 c		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

		Yes	No
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)?	**5b**	N/A
	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 (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 4		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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 (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		
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** (see instructions)

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	4,439,201.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,439,201.
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	4,439,201.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	66,588.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,372,613.
6	**Minimum investment return.** Enter 5% of line 5	6	218,631.

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	218,631.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 20,269.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	20,269.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	198,362.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	198,362.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	198,362.

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	267,085.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	267,085.
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	20,269.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	246,816.

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				198,362.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			42,080.	
b Total for prior years 20 __, 20 __, 20 __		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 ► $ 267,085.				
a Applied to 2012, but not more than line 2a			42,080.	
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				198,362.
e Remaining amount distributed out of corpus	26,643.			
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	26,643.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	26,643.			
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 26,643.				

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 of the person to whom applications should be addressed

SEE STATEMENT 5

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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*				
Total			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	52.	
4 Dividends and interest from securities			14	18,477.	
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	2,018,793.	
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)				2,037,322.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,037,322.

(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) (See instructions.)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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

Kevin McCarthy 5/6/14 PRESIDENT

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
ARTHUR H. LATHROP	A Lathrop CPA	8/6/14		P01227584

Firm's name ► ARTHUR H. LATHROP, CPA — Firm's EIN ► 05-0462585

Firm's address ► 31 CRESTVIEW DRIVE, WESTERLY, RI 02891 — Phone no (401) 596-6300

TEEA0503L 07/11/13

STATEMENT 1
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATOR FEES	$ 1,500.			
INVESTMENT MGMT FEES	5,755.	$ 5,755.	$ 5,755.	
TOTAL	$ 7,255.	$ 5,755.	$ 5,755.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER ADMINISTRATIVE EXPENSES	$ 2,231.			
TOTAL	$ 2,231.	$ 0.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: GENERAL PURPOSES
DONEE'S NAME: SEE ATTACHED
DONEE'S ADDRESS:
,
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: 501(C)(3)
AMOUNT GIVEN: $ 267,085.

TOTAL $ 267,085.

STATEMENT 4
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
KEVIN MCCARTHY 272 SEA MEADOW DR PORTSMOUTH, RI 02840	PRESIDENT 1.00	$ 0.	$ 0.	$ 0.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ARTHUR H LATHROP PO BOX 511 WESTERLY, RI 02891	TREASURER 2.00	$ 0.	$ 0.	$ 0.
JUDY TUCKER 106 BEACON ST MIDDLETOWN, RI 02842	SECRETARY 1.00	0.	0.	0.
ALICIA S QUIRK 227 COREY LN MIDDLETOWN, RI 02842	DIRECTOR 0	0.	0.	0.
WILLIAM R HARVEY 47 LONG WHARF MALL NEWPORT, RI 02840	DIRECTOR 0	0.	0.	0.
DONALD KAULL 43 BENEDICT AVE PORTSMOUTH, RI 02871	DIRECTOR 0	0.	0.	0.
KELLY LEE 3 EVERGREEN CT COVENTRY, RI 02816	DIRECTOR 1.00	0.	0.	0.
MARK STENNING 97 NARRAGANSETT AVE, M-5 NEWPORT, RI 02840	DIRECTOR 1.00	0.	0.	0.
MICHAEL HAYES 16 RUGGLES AVE NEWPORT, RI 02840	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	ALL GRANTS
NAME:	NEWPORTFED CHARITABLE FOUNDATION
CARE OF:	JUDITH A TUCKER, ADMINISTRATOR
STREET ADDRESS:	PO BOX 509
CITY, STATE, ZIP CODE:	NEWPORT, RI 02840-0500
TELEPHONE:	(401) 847-5500
E-MAIL ADDRESS:	JATUCK1917@GMAIL.COM
FORM AND CONTENT:	A LETTER DESCRIBING (1) THE PROPOSED PURPOSE FOR THE GRANT, (2) THE OPERATIONS/HISTORY OF THE PETITIONING ORGANIZATION AND (3) THE ORGANIZATION'S EXEMPT STATUS.
SUBMISSION DEADLINES:	SEE WWW.NEWPORTFEDFOUNDATION.ORG
RESTRICTIONS ON AWARDS:	NONE

For the Account of:
NEWPORTFED CHARITABLE FOUNDATION

Account Number: *52 00 6049 8 07*
Date: *OCTOBER 01, 2013 - DECEMBER 31, 2013*

Si FINANCIAL ADVISORS
YOU FIRST
579 North Windham Rd • North Windham, CT 06256

INVESTMENTS

Quantity	Description	Unit Price	Cost	Market
CORPORATE BONDS & NOTES				
50,000	AT&T INC NOTE 1.400%12/01/17	98.585	49,332.86	49,292.50
50,000	AMAZON COM INC NOTE 1.200%11/29/17	97 909	48,899.36	48,954.50
50,000	ASTRAZENECA PLC NOTE 1.950% 9/18/19	97 162	49,164 86	48,581.00
50,000	BAXTER INTL INC NOTE 1 850% 1/15/17	101 075	50,941 86	50,537 50
50,000	CATERPILLAR FINL SVCS MTNS B MTNF 1 300% 3/01/18	96.960	49,327 36	48,480 00
50,000	COCA COLA CO NOTE 1 150% 4/01/18	97 149	49,012.86	48,574 50
50,000	DU PONT E I DE NEMOURS & CO NOTE 2.750% 4/01/16	104.227	52,248 36	52,113 50
50,000	EBAY INC NOTE 1.350% 7/15/17	99.430	49,876.86	49,715 00
50,000	GENERAL DYNAMICS CORP MTNF 2.250% 7/15/16	103.082	51,954.36	51,541 00
50,000	GENERAL ELEC CAP CORP MTN BE NOTE 3.350%10/17/16	107.295	52,837.36	53,647 50
50,000	INTERNATIONAL BUSINESS MACHS NOTE 1 250% 2/06/17	99.740	50,384.86	49,870 00
50,000	LOWES COS INC NOTE 1.625% 4/15/17	99.646	50,359.36	49,823 00
50,000	MCDONALDS CORP MED TERM NT B MTNF 1.875% 5/29/19	97.571	49,737.36	48,785 50
50,000	OCCIDENTAL PETE CORP DEL NOTE 1.500% 2/15/18	97.737	49,826.86	48,868.50
50,000	PACCAR FINL CORP SR MTNS BK MTNF 1.600% 3/15/17	99 856	50,530.36	49,928.00
50,000	PEPSICO INC NOTE 2.250% 1/07/19	100.298	50,251.36	50,149.00
50,000	PFIZER INC NOTE 1.500% 6/15/18	98.485	49,996 36	49,242.50
50,000	RALPH LAUREN CORP NOTE 2.125% 9/26/18	99 502	50,239.86	49,751.00
50,000	TOYOTA MTR CRD CORP MTN BE MTNF 2.800% 1/11/16	104 501	52,211.30	52,250.50
50,000	VODAFONE GROUP PLC NEW NOTE 1.250% 9/26/17	97.718	49,404.86	48,859.00
50,000	WAL-MART STORES INC NOTE 1.950%12/15/18	99.639	50,003.86	49,819.50
50,000	WESTPAC BKG CORP NOTE 2.000% 8/14/17	100 597	50,996.86	50,298.50
50,000	WESTPAC BKG CORP NOTE 1.600% 1/12/18	98.513	49,317.86	49,256 50
			1,156,857.22	**1,148,338.50**
COMMON STOCK				
325	AT&T INC COM	35.160	11,455.09	11,427.00
595	ABBOTT LABS COM	38.330	22,431.71	22,806.35
220	AIR PRODS & CHEMS INC COM	111.780	24,320.22	24,591 60
210	APACHE CORP COM	85.940	19,024.90	18,047.40
335	AUTOMATIC DATA PROCESSING IN COM	80.799	25,891.89	27,067.66
460	BB&T CORP COM	37.320	16,024.19	17,167.20
195	BECTON DICKINSON & CO COM	110 490	20,853.51	21,545.55
265	CHEVRON CORPORATION COM	124 910	32,209.52	33,101.15
410	DANAHER CORP DEL COM	77 200	29,921.45	31,652.00
325	DARDEN RESTAURANTS INC COM	54.370	16,989.01	17,670.25
195	DEERE & CO COM	91.330	16,322.91	17,809.35
550	DISNEY WALT CO COM DISNEY	76 400	38,449.24	42,020.00
265	DOMINION RES INC VA NEW COM	64.690	17,117 43	17,142.85

For the Account of:
NEWPORTFED CHARITABLE FOUNDATION

Account Number: *52 00 6049 8 07*
Date: *OCTOBER 01, 2013 - DECEMBER 31, 2013*

SI FINANCIAL ADVISORS
YOU FIRST
579 North Windham Rd • North Windham, CT 06256

INVESTMENTS

Quantity	Description	Unit Price	Cost	Market
305	EXXON MOBIL CORP COM	101 200	27,509.38	30,866.00
1,045	GENERAL ELECTRIC CO COM	28 030	27,439.34	29,291.35
400	GENERAL MLS INC COM	49.910	20,060.04	19,964.00
405	GLAXO WELLCOME PLC SPONSORED ADR	53.390	21,229 09	21,622.95
90	INTERNATIONAL BUSINESS MACHS COM	187 570	16,039.77	16,881.30
230	INTUIT COM	76.320	16,578.28	17,553 60
240	JOHNSON & JOHNSON COM	91.590	22,358.94	21,981 60
235	MCDONALDS CORP COM	97.030	22,524.19	22,802.05
615	MICROSOFT CORP COM	37.410	22,576 06	23,007.15
555	MICROCHIP TECHNOLOGY INC COM	44.750	22,624.32	24,836.25
805	MONDELEZ INTL INC CL A	35.300	26,943.91	28,416.50
180	MONSANTO CO	116.550	19,800.06	20,979.00
210	NEXTERA ENERGY INC COM	85.620	17,900.10	17,980.20
270	NOVARTIS A G SPONSORED ADR	80 380	21,367.18	21,702.60
280	PACCAR INC COM	59.170	16,188.10	16,567.60
500	PEPSICO INC COM	82.940	41,870.95	41,470.00
350	PETSMART INC COM	72.750	25,742.71	25,462.50
325	PRICE T ROWE GROUP INC COM	83.770	25,367.86	27,225 25
240	PROCTER & GAMBLE CO COM	81.410	19,623.94	19,538.40
400	QUALCOMM INC COM	74.250	28,127.26	29,700.00
865	SEI INVESTMENTS COMPANY	34.730	29,120.64	30,041.45
390	SCHLUMBERGER LTD COM	90.110	35,582.22	35,142.90
290	SIGMA ALDRICH CORP COM	94.010	25,207.06	27,262.90
290	TJX COS INC NEW COM	63 730	17,664.30	18,481.70
195	3M CO COM	140.250	24,829.71	27,348.75
340	TRAVELERS COMPANIES INC COM	90.540	30,053.38	30,783.60
220	UNITED TECHNOLOGIES CORP COM	113.800	23,976.77	25,036.00
325	UNITEDHEALTH GROUP INC COM	75 300	22,890.11	24,472 50
280	VERIZON COMMUNICATIONS INC COM	49 140	14,101.51	13,759.20
305	WAL MART STORES INC COM	78.690	23,834.60	24,000.45
900	WELLS FARGO & CO NEW COM	45.400	39,153.41	40,860.00
			1,039,296.26	**1,077,086.11**
CASH EQUIV-TAXABLE				
682,335 28	NORTHERN TREAS REINV	1.000	682,335 28	682,335.28
			682,335.28	**682,335.28**
MID CAP FUNDS				
5,635 97	PERKINS MID-CAP VALUE FUND PRK MDCAP VL INV	23.370	147,500.00	131,712 62
2,596.221	NUVEEN INVT FDS INC MID CAPGRW OPP I	50.560	147,500.00	131,264 93

For the Account of:
NEWPORTFED CHARITABLE FOUNDATION

Account Number: *52 00 6049 8 07*
Date: *OCTOBER 01, 2013 - DECEMBER 31, 2013*

FINANCIAL ADVISORS
YOU FIRST
579 North Windham Rd • North Windham, CT 06256

INVESTMENTS

Quantity	Description	Unit Price	Cost	Market
			295,000.00	**262,977.55**
INTERNATIONAL FUNDS				
3,353 633	HARBOR INTERNATIONAL FUND INSTL	71 010	237,500 00	238,141.48
			237,500.00	**238,141.48**
BOND FUNDS				
4,427.083	VANGUARD BD INDEX FD INC SHTRM BDIDX SI	10 490	46,750.00	46,440 10
12,409 144	VANGUARD INFLATION PROTECTED SECURITIES	12 980	165,750.00	161,070 69
			212,500.00	**207,510.79**
OTHER				
	CASH		276 28	276 28
3,191.803	VANGUARD SMALL CAP VALUE IND EX	23.330	72,500.00	74,464 76
			72,776.28	**74,741.04**
	Total Investments		**3,696,265.04**	**3,691,130.75**

NewportFed Charitable Foundation Grants Paid 2013
Form 990-PF 20-5140473

Donee organization	Amount
A Place To Grow Inc	150
Adult Day Center of Westerly	10,000
Adult Day Center of Westerly	2,500
Adult Day Center of Westerly	5,305
American Red Cross	5,000
Anchor of Hope	1,000
Animal Rescue of S.R.I	250
AOH Newport	500
Aquidneck Land Trust	250
Babcock Smith House	1,000
Barry Charity Golf Classic	1,000
Bike Newport	1,500
Boys and Girls Club of Newport Cty	6,000
Bristol Fourth of July Committee	250
Central Nursery School	300
Child & Family Services	500
Child & Family Services	1,000
Cluny School	200
Common Fence Point	250
Community 2000 Education Foundation	500
Community MusicWorks	500
Diocese of Providence - keep the heat on	1,000
Disabled American Veterans	75
Domestic Violence Ctr of South County	500
Domestic Violence Resource Center of South county	500
Dr Martin Luther King Center	5,000
Dr. Martin Luther King Jr.	2,000
Edward King Center	500
Friends of Ballard Park	1,500
Friends of the Glen Manor	1,400
Frosty Drew Memorial Fund	250
Greater North End Community Development	250
Greater Westerly Chamber Foundation	140
Hospicare & Palliative Care Services of Tompkins county	25
International Tennis Hall of Fame	10,000
International Tennis Hall of Fame	10,000
Island Moving Company	500
James L Maher Center	1,000
James L Maher Center	10,000
James L. Maher Center	125
James L. Maher Center	500
James L. Maher Center	1,000
James L. Maher Center	5,000

NewportFed Charitable Foundation   Grants Paid 2013
Form 990-PF 20-5140473

Donee organization	Amount
Jonnycake Center of Westerly, Inc	7,500
Jonnycake Ctr of Peace Dale	5,000
Jonnycake Ctr of Westerly	5,000
Kerri Lynn Bessette Female Athletic Scholarship Fund	250
Living Supplies Closet, Inc	1,000
Lucy's Hearth	250
Lumen Gentium	850
Matthew Siravo Memorial Foundation	750
Memorial & Library Assoc of Westerly	500
Michael E. McCarthy Scholarship Fund	2,000
Misquamicut Business Association	4,000
Monsignor Clarke School	250
Museum of Newport Irish History	250
Mystic Area Shelter and Hospitality	1,000
Narragansett Lions Club	300
Naval War College Foundation Inc	1,000
Navy League of the United States	400
Navy League of the United States	400
Newport Art Museum	7,500
Newport Babe Ruth Baseball	100
Newport Gallery Organization	1,000
Newport Gulls	50
Newport Gulls	5,000
Newport Gulls	5,000
Newport Hospital	2,500
Newport Little League	400
Newport Music Festival	1,500
Newport Partnership For Families	500
Newport Public Education Foundation	1,000
Newport Public Library	350
Newport Running Club	3,500
Norman Bird Sanctuary	1,000
Norman Bird Sanctuary	2,500
Ocean Community YMCA	2,500
Odd Fellows of Connecticut Fairview	500
Office of the Bishop	500
Oliver Hazard Perry	500
Oliver Hazard Perry - education at sea	1,000
Pawcatuck Lions Club	100
Pennfield School	2,000
Portsmouth Arts Festival	200
Portsmouth Baseball Diamond Club	75
Portsmouth High School	2,000

NewportFed Charitable Foundation Grants Paid 2013
Form 990-PF 20-5140473

Donee organization	Amount
Portsmouth High School Marching Band	250
Portsmouth Little League	5,000
Portsmouth Little League Challenger Div	350
Portsmouth Little League Challenger Div	3,000
Portsmouth Public Education Foundation	2,500
Portsmouth RI 375th	2,500
Portsmouth Rotary Club	150
Portsmouth Youth Football	200
Potter League	1,000
Potter League for Animals	500
Potter Leagure	500
Preservation Society Of Newpor	100
RIMOFW	100
Riverfront Children's Center,	100
Rotary Club of Wakefield RI	5,000
Sail To Prevail	1,000
Salvation Army	500
Salvation Army - Newport	5,000
Salve Regina	16,000
Salve Regina University	1,500
Salve Regina University	4,000
Seaman's Church Institute	2,500
Seamen's Church Institute	1,000
Sharing Locker	500
Small Island Big Hearts	100
Snug Harbor - East Matunuck Civic Association	260
Society of St Vincent de Paul - Newport	5,000
Society of St Vincent de Paul - Westerly	5,000
South County Crush	125
South County Hospital	500
South Kingstown Cares	250
South Kingstown Forest Fire Se	250
South Kingstown Land Trust	250
St. Philomena School	500
St. Philomena School	1,500
St. Pius X School	100
Stand Up For Animals	50
Star Kids	500
The Chorus of Westerly	1,800
The College Crusade of RI	1,000
The Colonial Theatre	500
The Westerly Hospital Foundation	1,000
URI Foundation	500

NewportFed Charitable Foundation Grants Paid 2013
Form 990-PF 20-5140473

Donee organization	Amount
Vincenzo Nigro Memorial Fund	250
Visiting Nurse Services	25
Visiting Nurse Services	5,000
Visting Nurse Services	200
VNS - Newport County	6,000
Westerly Area Rest Meals (WARM)	500
Westerly Area Rest Meals (WARM)	2,000
Westerly Area Rest Meals (WARM)	5,000
Westerly Area Rest Meals (WARM)	6,000
Westerly Hospital Foundation	2,500
Westerly Public Library	1,500
Westerly Track and Athletic Club	2,000
WHS Alumni Scholarship Fund In	380
Women's Resource Center	500
Women's Resource Center	500
Wood River Health Services	500
Wounded Warrior Project	100
Wounded Warrior Project	500
Total grants 2013	267,085

State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: $20.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Foreign Non-Profit Annual Report
Filing Period: June 1 - June 30

In accordance with R.I.G.L. 7-6-94, each corporation failing or refusing to file its annual report within the time prescribed by law (R.I.G.L. 7-6-91) is subject to a penalty fee of $25.00.

ANNUAL REPORT YEAR: 2014

1. **Corporate ID No.** 000157086

2. **Name of Corporation** NewportFed Charitable Foundation

3. **State of Incorporation**

State: DE

4. **Corporate Address in Rhode Island**

No. and Street: PO BOX 509
City or Town: NEWPORT State: RI Zip: 02840 Country: USA

5. **Foreign Corporation. Enter Principal Office Address**

No. and Street:

City or Town: State: Zip: Country:

6. **Brief Description of the Character of the Affairs Which are Actually Conducted in Rhode Island**

MAKE GRANTS AND DONATIONS TO NON-PROFIT AND COMMUNITY GROUPS AND PROJECTS LOCATED WITHING NEWPORT FEDERAL SAVINGS BANK MARKET AREA

7. **Names and Addresses of the Officers and Directors:**

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	KEVIN MCCARTHY	272 SEAMEADOW DRIVE PORTSMOUTH, RI 02871 USA
TREASURER	ARTHUR H LATHROP	PO BOX 511 WESTERLY, RI 02891 USA
DIRECTOR	ALICIA S QUIRK	227 COREY LN MIDDLETOWN, RI 02840 USA
DIRECTOR	WILLIAM R HARVEY	47 LONG WHARF MALL

		NEWPORT, RI 02840 USA
DIRECTOR	DONALD KAULL	43 BENEDICT AVE PORTSMOUTH, RI 02871 USA
DIRECTOR	MICHAEL HAYES	16 RUGGLES AVE NEWPORT, RI 02840 USA
DIRECTOR	JUDY TUCKER	106 BEACON STREET MIDDLETOWN, RI 02842 USA
DIRECTOR	KELLY LEE	3 EVERGREEN CT COVENTRY, RI 02816 USA
DIRECTOR	MARK STENNING	97 NARRAGANSETT AVE NEWPORT, RI 02840 USA

8. REGISTERED AGENT IN RHODE ISLAND - DO NOT ALTER
Changes Require Filing of Form 641 - R.I.G.L. 7-6-13 / 7-6-78

CT CORPORATION SYSTEM 450 VETERANS MEMORIAL PARKWAY, SUITE 7A EAST PROVIDENCE , RI 02914

9. This report must be signed by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, duly Authorized Representative, Receiver, or Trustee.

Signed this 6 Day of August, 2014 at 11:15:23 AM by the authorized person. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

By ARTHUR H LATHROP
Signature of Authorized Person

Form No 631
Revised 09/07

Form **8868**

(Rev January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions NEWPORTFED CHARITABLE FOUNDATION	Employer identification number (EIN) or 20-5140473
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions PO BOX 509	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEWPORT, RI 02840-0500	

Enter the Return code for the return that this application is for (file a separate application for each return) [04]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► ARTHUR H LATHROP

  Telephone No ► (401) 596-6300 Fax No ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [X] calendar year 20 13 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 20,269.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 0.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 20,269.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
NEWPORTFED CHARITABLE FOUNDATION

Employer identification number (EIN) or
20-5140473

Number, street, and room or suite number If a P O box, see instructions
ARTHUR H. LATHROP, CPA
31 CRESTVIEW DRIVE

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
WESTERLY, RI 02891

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► ARTHUR H LATHROP
  Telephone No ► (401) 596-6300 Fax No ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 14

5 For calendar year 2013 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 20,269.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 0.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 20,269.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► PRESIDENT Date ►