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: CORINNE TURNER FOUNDATION

A Employer identification number: 20-6569832

Number and street (or P O box number if mail is not delivered to street address): 370 MAIN STREET, 12TH FLOOR — Room/suite

B Telephone number: (508)459-8000

City or town, state or province, country, and ZIP or foreign postal code: WORCESTER, MA 01608

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: [ ] Section 501(c)(3) exempt private foundation [X] 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) ▶$ 2,014,678.

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))

	Line	(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	96.	70.		STATEMENT 1
	4 Dividends and interest from securities	28,376.	28,003.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	227,621.			
	b Gross sales price for all assets on line 6a 1,129,736.				
	7 Capital gain net income (from Part IV, line 2)		227,621.		
	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	230.	230.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	256,323.	255,924.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,000.	3,000.		3,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	14,000.	7,000.		7,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	442.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	12,882.	6,160.		6,723.
	24 **Total operating and administrative expenses** Add lines 13 through 23	33,324.	16,160.		16,723.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	33,324.	16,160.		16,723.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	222,999.			
	b **Net investment income** (if negative, enter -0-)		239,764.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	179,427.	259,642.	259,642.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,161,443.	1,304,227.	1,755,036.
	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)	1,340,870.	1,563,869.	2,014,678.
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 ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1,379,642.	1,379,642.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-38,772.	184,227.	
	30 **Total net assets or fund balances**	1,340,870.	1,563,869.	
	31 **Total liabilities and net assets/fund balances**	1,340,870.	1,563,869.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,340,870.
2	Enter amount from Part I, line 27a	2	222,999.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,563,869.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,563,869.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED FTW & CO S/T	P		
b	SEE ATTACHED FTW & CO L/T	P		
c	SEE ATTACHED FTW & CO S/T	P		
d	SEE ATTACHED FTW & CO L/T	P		
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	431,052.		388,689.	42,363.
b	458,781.		340,399.	118,382.
c	6,708.		6,859.	-151.
d	227,365.		166,168.	61,197.
e	5,830.			5,830.

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				42,363.
b				118,382.
c				-151.
d				61,197.
e				5,830.

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	227,621.
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	97,900.	1,688,582.	.057978
2011	91,695.	1,756,909.	.052191
2010	87,202.	1,578,827.	.055232
2009	87,753.	1,396,480.	.062839
2008	91,259.	1,955,666.	.046664

2	**Total** of line 1, column (d)	2	.274904
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	.054981
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,806,967.
5	Multiply line 4 by line 3	5	99,349.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,398.
7	Add lines 5 and 6	7	101,747.
8	Enter qualifying distributions from Part XII, line 4	8	16,723.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,795.
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	4,795.
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	4,795.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	531.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	8,531.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,736.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 3,736. **Refunded** ▶			11	0.

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

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

		Line	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 ▶ FLETCHER TILTON PC Telephone no. ▶ (508) 459-8000

Located at ▶ 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA ZIP+4 ▶ 01608

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 26.

		Line	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

			Line	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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	[ ] Yes [X] 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 [X] 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
JOHN E. HODGSON 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	0.	0.	0.
GERALD A KASHUK 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	2,000.	0.	0.
MATTHEW F. ERSKINE 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	2,000.	0.	0.
RUTH M. SHEA 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	2,000.	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
FLETCHER TILTON PC - 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608	TRUST & ACCOUNTING FEES	14,000.
WESTFIELD CAPITAL MANAGEMENT - 1 FINANCIAL CENTER 24TH FLOOR, BOSTON, MA 02111	INVESTMENT ADVISORY FEES	10,169.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,570,902.
b	Average of monthly cash balances		1b	263,582.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,834,484.
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	1,834,484.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	27,517.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,806,967.
6	**Minimum investment return** Enter 5% of line 5		6	90,348.

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	90,348.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 4,795.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,795.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	85,553.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	85,553.
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	85,553.

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	16,723.
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	16,723.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,723.

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				85,553.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011 4,005.				
e From 2012 14,451.				
f **Total** of lines 3a through e	18,456.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 16,723.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				16,723.
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).)	18,456.			18,456.
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				50,374.
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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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			14	96.	
4 Dividends and interest from securities			14	28,376.	
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			14	230.	
8 Gain or (loss) from sales of assets other than inventory			18	227,621.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		256,323.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 256,323.

(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: 8-12-14 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
ROBERT THOMPSON	[signature]	08/05/14		P01236382

Firm's name ▶ FLETCHER TILTON PC — Firm's EIN ▶ 04-2628601

Firm's address ▶ 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608-1779 — Phone no. (508)459-8000

2013 Tax Information Statement

Payer's Name and Address:
FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

Account Number:
Recipient's Tax ID Number:
Payer's Federal ID Number:
Payer's State ID Number:
State: MA

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
CORINNE C TURNER FOUNDATION
FLETCHER TILTON, PC
370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
031162100	AMGEN INC COM		AMGN					
100.0000	11/22/2013	09/04/2013	11,263.30	11,230.03	0.00	33.27	0.00	0.00
031162100	AMGEN INC COM		AMGN					
100.0000	11/22/2013	09/04/2013	11,288.62	11,230.03	0.00	58.59	0.00	0.00
05463D100	AXIALL CORP COM		AXLL					
50.0000	05/30/2013	11/19/2012	2,162.46	2,127.62	0.00	34.84	0.00	0.00
05463D100	AXIALL CORP COM		AXLL					
50.0000	05/31/2013	11/19/2012	2,188.90	2,127.62	0.00	61.28	0.00	0.00
05463D100	AXIALL CORP COM		AXLL					
50.0000	05/31/2013	11/19/2012	2,170.50	2,127.62	0.00	42.88	0.00	0.00
05463D100	AXIALL CORP COM		AXLL					
250.0000	07/30/2013	11/19/2012	10,805.56	10,638.10	0.00	167.46	0.00	0.00
20854P109	CONSOL ENERGY INC		CNX					
750.0000	06/07/2013	02/15/2013	25,054.58	25,500.45	0.00	-445.87	0.00	0.00
20854P109	CONSOL ENERGY INC		CNX					
50.0000	06/07/2013	02/15/2013	1,670.31	1,692.25	0.00	-21.94	0.00	0.00

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FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

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Payer's Federal ID Number:
Payer's State ID Number:
State: MA

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FLETCHER TILTON, PC
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WORCESTER , MA 01608

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Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
284131208	ELAN CORP PLC SPONS ADR							
500.0000	02/06/2013	02/08/2012	4,744.89	6,953.31	0.00	-2,208.42	0.00	0.00
311900104	FASTENAL CO		FAST					
800.0000	12/30/2013	05/14/2013	38,376 37	41,348 80	0 00	-2,972.43	0.00	0.00
37250B104	GENTIUM SPA ADR		GENT					
150.0000	11/04/2013	08/19/2013	7,204.30	2,737.96	0.00	4,466.34	0.00	0.00
45321L100	IMPERVA INC		IMPV					
50.0000	10/29/2013	09/04/2013	1,931.65	2,379.90	0 00	-448.25	0.00	0.00
45321L100	IMPERVA INC		IMPV					
50.0000	11/04/2013	09/04/2013	1,851.40	2,379.90	0.00	-528 50	0.00	0.00
45321L100	IMPERVA INC		IMPV					
50.0000	11/05/2013	09/04/2013	1,834.07	2,379.90	0.00	-545.83	0.00	0.00
45321L100	IMPERVA INC		IMPV					
150.0000	11/06/2013	09/04/2013	6,796.14	7,139 70	0.00	-343 56	0.00	0.00
58501N101	MEDIVATION INC		MDVN					
200.0000	10/25/2013	10/01/2013	12,027.93	11,995.60	0.00	32.33	0.00	0.00
58933Y105	MERCK & CO INC NEW		MRK					
800.0000	10/07/2013	03/06/2013	38,444.13	34,656.00	0.00	3,788.13	0.00	0.00

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2013 Tax Information Statement

Payer's Name and Address:
FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

Account Number:
Recipient's Tax ID Number:
Payer's Federal ID Number:
Payer's State ID Number:
State: MA

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FLETCHER TILTON, PC
370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

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Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
61166W101	MONSANTO CO NEW		MON					
200.0000	09/03/2013	09/20/2012	19,907.47	18,127.94	0.00	1,779.53	0.00	0.00
61166W101	MONSANTO CO NEW		MON					
200.0000	09/03/2013	10/31/2012	19,907 47	17,427.60	0.00	2,479 87	0 00	0.00
N63218106	NIELSEN HOLDINGS NV		NLSN					
50.0000	07/29/2013	03/19/2013	1,662.47	1,724 16	0 00	-61.69	0.00	0.00
690742101	OWENS CORNING INC NEW COM		OC					
650.0000	02/15/2013	06/07/2012	27,806.37	18,935.60	0.00	8,870 77	0.00	0.00
693506107	P P G INDUSTRIES INC COM		PPG					
50.0000	01/22/2013	04/24/2012	7,099.84	5,090.51	0 00	2,009 33	0.00	0 00
693506107	P P G INDUSTRIES INC COM		PPG					
150.0000	01/22/2013	04/27/2012	21,299.54	15,874.50	0.00	5,425.04	0.00	0.00
693506107	P P G INDUSTRIES INC COM		PPG					
50.0000	01/31/2013	04/20/2012	6,944.49	5,073.71	0 00	1,870.78	0.00	0.00
693506107	P P G INDUSTRIES INC COM		PPG					
25.0000	02/04/2013	04/23/2012	3,487.80	2,508.58	0.00	979.22	0.00	0.00
729251108	PLUM CREEK TIMBER CO INC		PCL					
500.0000	08/05/2013	01/09/2013	23,987.03	23,115.00	0.00	872.03	0.00	0.00

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FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

Account Number:
Recipient's Tax ID Number:
Payer's Federal ID Number:
Payer's State ID Number:
State: MA

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FLETCHER TILTON, PC
370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

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G72800108	PROTHENA CORP PLC		PRTA					
12.1951	01/11/2013	02/08/2012	73.90	121.69	0 00	-47.79	0.00	0.00
74733T105	QLIK TECHNOLOGIES INC		QLIK					
150.0000	10/29/2013	07/26/2013	3,904 30	4,394 39	0.00	-490.09	0.00	0.00
74733T105	QLIK TECHNOLOGIES INC		QLIK					
100.0000	10/29/2013	07/26/2013	2,602.86	2,931.05	0.00	-328.19	0.00	0.00
74733T105	QLIK TECHNOLOGIES INC		QLIK					
250.0000	10/29/2013	07/26/2013	6,507.16	7,696.63	0.00	-1,189.47	0.00	0.00
881609101	TESORO CORP COM		TSO					
100.0000	02/14/2013	05/25/2012	5,467.55	2,351.00	0.00	3,116.55	0.00	0.00
881609101	TESORO CORP COM		TSO					
300.0000	11/04/2013	04/23/2013	14,290.66	15,816.00	0.00	-1,525.34	0.00	0.00
92343V104	VERIZON COMMUNICATIONS INC		VZ					
700.0000	05/21/2013	02/22/2013	36,401.35	31,401 37	0 00	4,999.98	0.00	0.00
92343V104	VERIZON COMMUNICATIONS INC		VZ					
300.0000	05/28/2013	02/22/2013	15,290.73	13,457.73	0.00	1,833.00	0.00	0.00
928241108	VIROPHARMA INC COM		VPHM					
50.0000	11/11/2013	07/19/2013	2,469.12	1,686.39	0.00	782.73	0.00	0.00

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FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

Account Number:
Recipient's Tax ID Number:
Payer's Federal ID Number:
Payer's State ID Number:
State: MA

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FLETCHER TILTON, PC
370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

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928241108	VIROPHARMA INC COM		VPHM					
50.0000	11/11/2013	07/29/2013	2,469.11	1,749.33	0.00	719.78	0.00	0 00
928241108	VIROPHARMA INC COM		VPHM					
150.0000	11/11/2013	07/30/2013	7,407 33	5,218.89	0.00	2,188.44	0.00	0.00
928241108	VIROPHARMA INC COM		VPHM					
100.0000	11/11/2013	10/17/2013	4,938.22	3,782.20	0.00	1,156.02	0.00	0.00
928241108	VIROPHARMA INC COM		VPHM					
50.0000	11/12/2013	07/22/2013	2,472.95	1,681.69	0.00	791 26	0.00	0.00
928241108	VIROPHARMA INC COM		VPHM					
100.0000	11/13/2013	07/18/2013	4,946.89	3,293.41	0.00	1,653.48	0.00	0.00
928241108	VIROPHARMA INC COM		VPHM					
50.0000	11/14/2013	07/18/2013	2,472.95	1,646.71	0.00	826.24	0.00	0.00
928241108	VIROPHARMA INC COM		VPHM					
100.0000	11/14/2013	07/18/2013	4,946 24	3,293.41	0.00	1,652.83	0.00	0.00
928241108	VIROPHARMA INC COM		VPHM					
50.0000	11/15/2013	07/18/2013	2,473.01	1,644.37	0.00	828.64	0.00	0.00
Total Short Term Sales Reported on 1099-B			**431,051.92**	**388,688.65**	**0.00**	**42,363.27**	**0.00**	**0.00**

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2013 Tax Information Statement

Payer's Name and Address:
FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

Account Number:
Recipient's Tax ID Number:
Payer's Federal ID Number:
Payer's State ID Number:
State: MA

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
CORINNE C TURNER FOUNDATION
FLETCHER TILTON, PC
370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

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Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Report on Form 8949, Part I, with Box A checked								
Long Term Sales Reported on 1099-B								
111320107	BROADCOM CORP							
100.0000	04/17/2013	03/15/2012	3,268 41	3,739.00	0.00	-470.59	0.00	0.00
111320107	BROADCOM CORP							
250.0000	04/17/2013	03/15/2012	8,147 74	9,347.50	0.00	-1,199.76	0.00	0.00
111320107	BROADCOM CORP							
50.0000	04/18/2013	03/15/2012	1,590.32	1,869.50	0.00	-279.18	0.00	0.00
111320107	BROADCOM CORP							
50.0000	04/23/2013	03/15/2012	1,636 45	1,869.50	0.00	-233.05	0.00	0.00
111320107	BROADCOM CORP							
50.0000	05/13/2013	03/15/2012	1,814.90	1,869.50	0.00	-54.60	0.00	0.00
111320107	BROADCOM CORP							
500.0000	05/22/2013	03/15/2012	18,330.73	18,695.00	0.00	-364.27	0.00	0 00
151020104	CELGENE CORP							
100.0000	04/23/2013	08/12/2011	12,718 13	5,438.99	0 00	7,279.14	0.00	0.00

2013 Tax Information Statement

Payer's Name and Address:
FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

Account Number:
Recipient's Tax ID Number:
Payer's Federal ID Number:
Payer's State ID Number:
State: MA

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
CORINNE C TURNER FOUNDATION
FLETCHER TILTON, PC
370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
151020104	CELGENE CORP							
100.0000	04/23/2013	08/12/2011	12,680.21	5,438.99	0 00	7,241.22	0.00	0.00
172967424	CITIGROUP INC COM NEW		C					
700.0000	04/04/2013	08/12/2011	29,728.61	21,917.00	0.00	7,811.61	0.00	0.00
172967424	CITIGROUP INC COM NEW		C					
300.0000	04/04/2013	08/16/2011	12,740.83	9,162.00	0 00	3,578.83	0.00	0.00
172967424	CITIGROUP INC COM NEW		C					
400.0000	04/04/2013	03/14/2012	16,987 78	14,192 80	0.00	2,794.98	0.00	0.00
177376100	CITRIX SYSTEM INC							
500.0000	04/22/2013	01/19/2012	33,384.45	34,765 00	0 00	-1,380.55	0.00	0.00
12646R105	CST BRANDS INC COM							
.7778	05/08/2013	11/07/2011	23.87	14.81	0.00	9.06	0.00	0.00
12646R105	CST BRANDS INC COM							
77.0000	05/08/2013	11/07/2011	2,424 82	1,466.52	0.00	958.30	0.00	0.00
284131208	ELAN CORP PLC SPONS ADR							
1200.0000	02/06/2013	09/14/2011	11,387.74	11,688.75	0.00	-301.01	0.00	0.00
532457108	LILLY ELI & CO COM		LLY					
900.0000	09/25/2013	05/01/2012	47,350.87	37,233.00	0.00	10,117.87	0.00	0.00

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Cusip / Quantity, Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
58501N101	MEDIVATION INC		MDVN					
400.0000	10/25/2013	04/03/2012	24,055.86	15,910.14	0.00	8,145 72	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
450.0000	07/29/2013	01/06/2012	14,152 30	12,652 11	0.00	1,500.19	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
200.0000	07/29/2013	01/06/2012	6,289 91	5,600.38	0.00	689.53	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
350.0000	07/29/2013	01/06/2012	11,007.34	9,787.02	0.00	1,220 32	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
200.0000	07/29/2013	01/06/2012	6,289.91	5,607 78	0.00	682.13	0.00	0.00
594918104	MICROSOFT CORP COM		MSFT					
600.0000	07/29/2013	02/09/2012	18,869.73	18,449.40	0.00	420.33	0.00	0.00
690742101	OWENS CORNING INC NEW COM		OC					
550.0000	11/04/2013	06/07/2012	19,731.78	16,022.44	0.00	3,709.34	0.00	0.00
G72800108	PROTHENA CORP PLC		PRTA					
28.8049	01/11/2013	09/14/2011	174.55	201.33	0.00	-26.78	0.00	0.00
881609101	TESORO CORP COM		TSO					
400.0000	02/06/2013	08/17/2011	20,555.41	8,343.88	0.00	12,211.53	0.00	0.00

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370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

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Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
881609101	TESORO CORP COM		TSO					
200.0000	02/14/2013	08/17/2011	10,935.09	4,171.94	0.00	6,763.15	0.00	0.00
881609101	TESORO CORP COM		TSO					
400.0000	09/10/2013	05/25/2012	18,336.96	9,404.00	0.00	8,932.96	0.00	0.00
881609101	TESORO CORP COM		TSO					
100.0000	11/04/2013	05/25/2012	4,763.56	2,351.00	0.00	2,412.56	0.00	0.00
91913Y100	VALERO ENERGY CORP NEW		VLO					
400.0000	01/25/2013	11/07/2011	15,216.05	10,265.16	0.00	4,950.89	0.00	0.00
91913Y100	VALERO ENERGY CORP NEW		VLO					
300.0000	04/04/2013	11/07/2011	12,330.02	7,698.87	0.00	4,631.15	0.00	0.00
91913Y100	VALERO ENERGY CORP NEW		VLO					
700.0000	07/02/2013	11/07/2011	23,356.49	16,482.70	0.00	6,873.79	0.00	0.00
960413102	WESTLAKE CHEMICAL CORP COM							
450.0000	01/15/2013	08/12/2011	38,500.14	18,743.09	0.00	19,757.05	0.00	0.00
Total Long Term Sales Reported on 1099-B			**458,780.96**	**340,399.10**	**0.00**	**118,381.86**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box D checked

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State: MA

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2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
134.0330	03/05/2013	12/14/2012	2,081.53	2,208.86	0.00	-127.33	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
24.8960	03/05/2013	12/14/2012	386.63	410.29	0.00	-23.66	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
272.9800	03/05/2013	03/05/2013	4,239.39	4,239.38	0.00	0.01	0.00	0.00
Total Short Term Sales Reported on 1099-B			**6,707.55**	**6,858.53**	**0.00**	**-150.98**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box B checked								
Long Term Sales Reported on 1099-B								
M22465104	CHECKPOINT SOFTWARE		CHKP					
1050.0000	06/18/2013	04/30/2009	52,312.81	24,335.96	0.00	27,976.85	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
5192.9870	03/05/2013	10/04/2006	80,647.09	77,012.00	0.00	3,635.09	0.00	0.00

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370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
17.1360	03/05/2013	10/31/2006	266.12	253.95	0.00	12.17	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
18.9380	03/05/2013	11/30/2006	294.11	281.98	0.00	12.13	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
17.8330	03/05/2013	12/29/2006	276.95	263.75	0.00	13.20	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
21.9630	03/05/2013	01/31/2007	341.09	323.29	0.00	17.80	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.9890	03/05/2013	02/28/2007	325.96	311.69	0.00	14.27	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.4640	03/05/2013	03/30/2007	317.81	303.07	0.00	14.74	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
21.6790	03/05/2013	04/30/2007	336.67	321.28	0.00	15.39	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
21.4120	03/05/2013	05/31/2007	332.53	314.12	0.00	18.41	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.5710	03/05/2013	06/29/2007	319.47	298.89	0.00	20.58	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
22.2760	03/05/2013	07/31/2007	345.95	325.00	0.00	20.95	0.00	0.00

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FTW & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

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State: MA

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FLETCHER TILTON, PC
370 MAIN STREET, 12TH FL
WORCESTER , MA 01608

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
21.5740	03/05/2013	08/31/2007	335.04	316.06	0.00	18.98	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
19.7790	03/05/2013	09/28/2007	307.17	290.75	0.00	16.42	0.00	0 00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
22.4750	03/05/2013	10/31/2007	349.04	331.96	0.00	17.08	0 00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.7280	03/05/2013	11/30/2007	321.91	310.72	0.00	11.19	0 00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
21.6060	03/05/2013	12/31/2007	335.54	322.58	0.00	12.96	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.6300	03/05/2013	01/31/2008	320.38	312.96	0.00	7.42	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
19.3770	03/05/2013	02/29/2008	300.92	294.73	0.00	6.19	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
19.3640	03/05/2013	03/31/2008	300.72	291.24	0.00	9.48	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
19.3490	03/05/2013	04/30/2008	300 49	288.49	0.00	12.00	0.00	0 00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
19.3310	03/05/2013	05/30/2008	300.21	285.32	0.00	14.89	0.00	0.00

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 1d)	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.2120	03/05/2013	06/30/2008	313.89	297.72	0.00	16.17	0 00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.1390	03/05/2013	07/31/2008	312.76	294.43	0.00	18.33	0 00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.0370	03/05/2013	08/29/2008	311.17	294.15	0.00	17.02	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
23.1650	03/05/2013	09/30/2008	359.75	339.83	0.00	19.92	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
22.3430	03/05/2013	10/31/2008	346 99	321.29	0.00	25.70	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
20.4680	03/05/2013	11/28/2008	317.87	300.88	0.00	16.99	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
22.1780	03/05/2013	12/31/2008	344.42	330.45	0.00	13.97	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
19.2320	03/05/2013	01/31/2009	298.67	286.36	0.00	12.31	0.00	0.00
26188N108	DREYFUS BASIC US MORTGAGE SECURITIES FUND							
18.6640	03/05/2013	02/27/2009	289.85	278.09	0.00	11.76	0.00	0.00
268648102	EMC CORP MASS		EMC					
850.0000	02/20/2013	02/16/2010	20,136 81	14,713.50	0.00	5,423.31	0.00	0.00

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Cusip / Quantity Sold	Description (Box 8) / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*
268648102	EMC CORP MASS		EMC					
250.0000	02/21/2013	02/16/2010	5,836.51	4,327.50	0.00	1,509.01	0.00	0.00
747525103	QUALCOMM INC COM		QCOM					
600.0000	07/16/2013	04/16/2009	36,971.23	24,715.68	0.00	12,255.55	0.00	0.00
88830M102	TITAN INTL INC ILL COM							
400.0000	05/17/2013	09/27/2010	9,882.99	5,388.32	0.00	4,494.67	0.00	0.00
88830M102	TITAN INTL INC ILL COM							
100.0000	05/17/2013	09/27/2010	2,470.74	1,401.32	0.00	1,069.42	0.00	0.00
88830M102	TITAN INTL INC ILL COM							
100.0000	05/17/2013	09/28/2010	2,470.74	1,389.87	0.00	1,080.87	0.00	0.00
88830M102	TITAN INTL INC ILL COM							
300.0000	05/17/2013	09/28/2010	7,412.23	4,098.66	0.00	3,313.57	0.00	0.00
Total Long Term Sales Reported on 1099-B			**227,364.60**	**166,167.84**	**0.00**	**61,196.76**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box E checked

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FTW & CO - TAX EXEMPT	26.	0.	
FTW & CO - US OBLIGATIONS	70.	70.	
TOTAL TO PART I, LINE 3	96.	70.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FTW & CO	28,003.	0.	28,003.	28,003.	
FTW & CO - CGD	5,830.	5,830.	0.	0.	
FTW & CO - NON DIV DIST	373.	0.	373.	0.	
TO PART I, LINE 4	34,206.	5,830.	28,376.	28,003.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
VARIANCE IN 12/30 SALE PROCEEDS	230.	230.	
TOTAL TO FORM 990-PF, PART I, LINE 11	230.	230.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLETCHER TILTON PC	14,000.	7,000.		7,000.
TO FORM 990-PF, PG 1, LN 16B	14,000.	7,000.		7,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	261.	0.		0.
FED EST	181.	0.		0.
TO FORM 990-PF, PG 1, LN 18	442.	0.		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
BANK CHARGES	2,150.	1,075.		1,075.
INVESTMENT ADVISORY FEES	10,169.	5,085.		5,085.
FILING FEE	35.	0.		35.
FORM PC & ATTY GEN	528.	0.		528.
TO FORM 990-PF, PG 1, LN 23	12,882.	6,160.		6,723.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	COST	1,058,879.	1,509,677.
MUTUAL FUNDS	COST	216,848.	216,859.
SECURED NOTE	COST	28,500.	28,500.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,304,227.	1,755,036.

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 extension 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

Type or print		
Type or print	Name of exempt organization or other filer, see instructions CORINNE TURNER FOUNDATION	Employer identification number (EIN) or 20-6569832
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 370 MAIN STREET, 12TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WORCESTER, MA 01608	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 (sec 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 ▶ FLETCHER TILTON PC 370 MAIN STREET, 12TH FLOOR - WORCESTER, MA 01608

  Telephone No ▶ (508) 459-8000 Fax No. ▶ (508) 791-1201
- 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 AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ________________ , and ending ________________

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	$ 8,531.
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	$ 531.
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	$ 8,000.

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