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## Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

DWSS, INC.

C/O BALLENTINE PARTNERS LLC

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

1230 THIRD AVENUE 5TH FLOOR

A Employer identification number

20-8104761

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

WALTHAM, MA 02451

Room/suite

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

B Telephone number

781-314-1300

Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationC If exemption application is pending, check here ► Fair market value of all assets at end of year (from Part II, col. (c), line 16) **8540972.** J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_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 ► **Part I** Analysis of Revenue and Expenses  
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B interest on savings and temporary cash investments				
3	Dividends and interest from securities	413.	413.		STATEMENT 1
5a	Gross rents	94623.	94623.		STATEMENT 2
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	67957.			RECEIVED
7	Capital gain net income (from Part IV, line 2)		67957.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-25279.	-25279.		NOV 10 2014 IRS O/S
12	Total Add lines 1 through 11	137714.	137714.		OGDEN, UT
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4 4497.	2923.		1574.
b	Accounting fees				
c	Other professional fees	STMT 5 27260.	17719.		9541.
17	Interest				
18	Taxes	STMT 6 3662.	3662.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1146.	745.		401.
22	Printing and publications				
23	Other expenses	STMT 7 30345.	19486.		10859.
24	Total operating and administrative expenses. Add lines 13 through 23	66910.	44535.		22375.
25	Contributions, gifts, grants paid	409493.			409493.
26	Total expenses and disbursements. Add lines 24 and 25	476403.	44535.		431868.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-338689.			
b	Net investment income (if negative, enter -0-)		93179.		
c	Adjusted net income (if negative, enter -0-)			N/A	

1915

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		774534.	481930.	481930.
	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	STMT 8	2458110.	2521343.	2985399.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	5009440.	4097096.	5073643.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		8242084.	7100369.	8540972.
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		10000000.	10000000.	
	29 Retained earnings, accumulated income, endowment, or other funds		-1757916.	-2899631.	
	30 Total net assets or fund balances		8242084.	7100369.	
	31 Total liabilities and net assets/fund balances		8242084.	7100369.	

## 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	8242084.
2 Enter amount from Part I, line 27a	..	2	-338689.
3 Other increases not included in line 2 (itemize) ►		3	0.
4 Add lines 1, 2, and 3		4	7903395.
5 Decreases not included in line 2 (itemize) ► <b>TIMING ADJUSTMENT</b>		5	803026.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30		6	7100369.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	<b>SEE ATTACHED STATEMENT</b>				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	1409277.		1341320.	67957.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				67957.	
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	67957.
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	437061.	8643037.	.050568
2011	449839.	8782240.	.051221
2010	436677.	8916837.	.048972
2009	474995.	8716944.	.054491
2008	512956.	9890875.	.051862

2 Total of line 1, column (d)

2 .257114

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 .051423

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

4 9101856.

5 Multiply line 4 by line 3

5 468045.

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

6 932.

7 Add lines 5 and 6

7 468977.

8 Enter qualifying distributions from Part XII, line 4

8 431868.

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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 1365. | Refunded ► 0.

6a	3229.
6b	
6c	
6d	

7	3229.
8	
9	
10	1365.
11	0.

## Part VII-A | Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*

c Did the foundation file Form 1120-POL for this year?

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*

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
 b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

DE, 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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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

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

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>BALLENTINE PARTNERS LLC</u>	Telephone no. ► <u>781-314-1321</u>
	Located at ► <u>230 THIRD AVE 5TH FLOOR, WALTHAM, MA</u>	ZIP+4 ► <u>02451</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <u>15</u> N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes <u>X</u> No <u>X</u>

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <u>X</u> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <u>X</u> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <u>X</u> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <u>X</u> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <u>X</u> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <u>X</u> No
1b If any answer is "Yes" to 1a(1)-(6), did <u>any</u> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <u>1b</u>	
1c 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 <u>X</u>	
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 ►	<input type="checkbox"/>	Yes <u>X</u> No
b Are there any years listed in 2a for which the foundation is <u>not</u> 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 <u>any</u> of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <u>X</u> 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 <u>X</u>	
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 <u>X</u>	

**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)?

►  5b  X

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?

 Yes  No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** Yes  No7b **N/A****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
LOUISA PUTNAM 2930 FUEGO SAGRADO SANTA FE, NM 87505	PRESIDENT / SECRETARY / DIRECTOR 4.00	0.	0.	0.
ROWAN FINNEGAN 2073 EIGHTH AVENUE #7 NEW YORK, NY 10026	TREASURER / DIRECTOR 4.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

► 0

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. 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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
3		

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	8609350.
b	Average of monthly cash balances	1b	631113.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9240463.
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	9240463.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138607.
5	<u>Net value of noncharitable-use assets</u> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9101856.
6	<u>Minimum investment return</u> . Enter 5% of line 5	6	455093.

**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	455093.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1864.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1864.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	453229.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	453229.
6	Deduction from distributable amount (see instructions)	6	0.
7	<u>Distributable amount</u> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	453229.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	431868.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	431868.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	431868.
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		
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4		

**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 XII 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				453229.
2 Undistributed income, if any, as of the end of 2013			408808.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 431868.			408808.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2013 distributable amount				23060.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		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)

**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).)

## LOUISA PUTNAM

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

**NONE**

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

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

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

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

**c Any submission deadlines:**

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

## Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
CENTRAL PARK CONSERVANCY 14 E. 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC	GENERAL FUND	5000.
ESALEN INSTITUTE 3771 RIO RD. SUITE 101 CARMEL, CA 93923	NONE	PUBLIC	GENERAL FUND	44898.
FOUNDATION FOR EXCELLENCE IN MENTAL HEALTH CARE 29100 SW TOWN CENTER LOOP W SUITE 140F WILSONVILLE, OR 97070	NONE	PUBLIC	GENERAL FUND	130000.
HARLEM CHILDREN'S ZONE INC 35 E. 125TH STREET NEW YORK, NY 10035	NONE	PUBLIC	GENERAL FUND	5000.
NEST	NONE	PUBLIC	GENERAL FUND	10000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 409493.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	413.	
4 Dividends and interest from securities			14	94623.	
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	-25279.	
8 Gain or (loss) from sales of assets other than inventory			18	67957.	
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.		137714.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	137714.

#### **Relationship of Activities to the Accomplishment of Exempt Purposes**

DWSS, INC.  
C/O BALLENTINE PARTNERS LLC

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

Exempt Organizations		Yes	No
a	Is the organization a member of a larger exempt organization?		
b	(1) Is it a corporation?	Yes	No
	(2) Incorporate	Yes	No
b	Is it a partnership?		
	(1) Does it have a partnership agreement?	Yes	No
	(2) Does it receive funds from a noncharitable exempt organization?	Yes	No
	(3) Is it affiliated with equipment or other assets?	Yes	No
	(4) Reimbursement arrangements	Yes	No
	(5) Loans or loan guarantees	Yes	No
	(6) Perform charitable services or membership or fundraising solicitations	Yes	No
c	Does it have any assets, equipment, other assets, or funds, including		

c. Sign and date this document, mailing lists, other assets, or paid employees

d. If the answer to part (a) 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 of charting arrangements, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c)(3) of the Code other than section 501(c)(3)(A) or section 5023?

in section 501 of the Code (other than section 501(e)(3)) or in section 527;

10 | X 10

b If Yes complete the following schedule.

(a) Name of organization      (b) Type of organization      (c) Telephone number  
N/A

**Sign Here**  **11-14-14**   
Signature of officer or trustee

1. I am willing to use  
white-washed paint.

Paid Preparer Use Only	Print Preparer's name	Preparer's signature	Date	Title <b>TYPE SIDE 2</b>	
	<i>Paul F. K. L.</i>	<i>Paul F. L.</i>	<i>11/14/14</i>	Check if self-employed	PTIN
	Firm's name ► NUTTER MCLENNEN & FISH LLP			Firm's EIN ► 04 2106505	
Firm's address ► SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604			Phone no. (617) 439 2503		

**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	18624.642 BROWN ADVISORY SUSTAIN GROWTH INST	P	VARIOUS	12/27/13
b	GERDING EDLEN GREEN CITIES LP 26-4536581	P	VARIOUS	12/31/13
c	HIGHWATER GLOBAL FUND II LLC 20-8446605	P	VARIOUS	12/31/13
d	HIGHWATER GLOBAL FUND II LLC 20-8446605	P	VARIOUS	12/31/13
e	RMK SELECT TIMBERLAND INV FD II LLC 20-8824666	P	VARIOUS	12/31/13
f	6827.2093 CRESTLINE OFFSHORE FUND LTD CLASS D	P	VARIOUS	12/31/13
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 259975.		276748.	-16773.
b 3644.			3644.
c 4595.			4595.
d 20051.			20051.
e 1684.			1684.
f 1078513.		1064572.	13941.
g 40815.			40815.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-16773.
b			3644.
c			4595.
d			20051.
e			1684.
f			13941.
g			40815.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	67957.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RAINFOREST ALLIANCE 233 BROADWAY NEW YORK, NY 10279	NONE	PUBLIC	GENERAL FUND	5000.
SANTA FE COMMUNITY FOUNDATION 501 HALONA STREET SANTA FE, NM 87505	NONE	PUBLIC	GENERAL FUND	124595.
SYNERGOS INSTITUTE INC 3 EAST 54TH STREET NEW YORK, NY 10022	NONE	PUBLIC	GENERAL FUND	24500.
THE DOE FUND 223 EAST 84TH STREET NEW YORK, NY 10028	NONE	PUBLIC	GENERAL FUND	5000.
WORLD LEARNING INC KIPLING ROAD PO BOX 676 BRATTLEBORO, VT 05302	NONE	PUBLIC	GENERAL FUND	55500.
<b>Total from continuation sheets</b>				<b>214595.</b>

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

SOURCE	(A) REVENUE PER BOOKS	NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SHOREBANK PACIFIC	413.	413.	
TOTAL TO PART I, LINE 3	413.	413.	

## 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
CHARLESSCHWAB #4W 8184-8084	51043.	0.	51043.	51043.	
DBL EQUITY FUND - BAEF II LP 01-0913275	479.	0.	479.	479.	
FIDELITY #672-080748	66687.	40815.	25872.	25872.	
GERDING EDLEN GREEN CITIES I LP 26-4536581	989.	0.	989.	989.	
HIGHWATER GLOBAL FUND II LLC 20-8446605	5348.	0.	5348.	5348.	
MICROVEST II LP 26-3623466	6314.	0.	6314.	6314.	
RMK SELECT TIMBERLAND INVESTMENT FUND II	12.	0.	12.	12.	
ROOT CAPITAL INC 04-3478123	4500.	0.	4500.	4500.	
SJF VENTURES III LP 45-2821712	7.	0.	7.	7.	
VITAL FARMLAND LP 27-0921152	59.	0.	59.	59.	
TO PART I, LINE 4	135438.	40815.	94623.	94623.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RMK SELECT TIMBERLAND INV FUND II LLC 20-08104761	-7442.	-7442.	
HIGHWATER GLOBAL FUND II LLC 20-8446605	-213.	-213.	
GERDING EDLEN GREEN CITIES I LP 26-4536581	-14048.	-14048.	
VITAL FARMLAND LP 27-0921152	-3576.	-3576.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-25279.	-25279.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4497.	2923.		1574.
TO FM 990-PF, PG 1, LN 16A	4497.	2923.		1574.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	27260.	17719.		9541.
TO FORM 990-PF, PG 1, LN 16C	27260.	17719.		9541.

## FORM 990-PF

## TAXES

## STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3662.	3662.		0.
TO FORM 990-PF, PG 1, LN 18	3662.	3662.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	365.	0.		365.
HIGHWATER GLOBAL FUND II LLC 20-8446605	7863.	5111.		2752.
MICROVEST II LP 26-3623466	7073.	4597.		2476.
DBL EQUITY FUND - BAEF II LP 01-0913275	6685.	4345.		2340.
SJF VENTURES III LP 45-2821712	8359.	5433.		2926.
TO FORM 990-PF, PG 1, LN 23	30345.	19486.		10859.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB - WALDEN SOCIAL EQUITY	2521343.	2985399.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2521343.	2985399.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RMK TIMBERLAND GROUP SELECT FUND II	COST	448522.	482447.
CRESTLINE OFFSHORE FUND LTD	COST	0.	0.
MACQUARIE CLEAN TECHNOLOGY OFFSHORE FUND L.P.	COST	461728.	303060.
MUTUAL FUNDS P - FIDELITY	COST	1815410.	2664089.
MICROVEST II LP	COST	224953.	239687.
HIGHWATER GLOBAL FUND II LLC	COST	253334.	361538.
DBL INVESTORS BAEF II	COST	144288.	158062.
VITAL FARMLAND LP	COST	43025.	50000.
GERDING EDLEN GREEN CITIES FUND	COST	452314.	553845.
ROOT CAPITAL INC	COST	200000.	200000.
SJF FUND III	COST	53522.	60915.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>4097096.</b>	<b>5073643.</b>