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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 , 2013, and ending , 20

Name of foundation
HOCHE-SCOFIELD FOUNDATION-EQUITY

A Employer identification number
22-2519554

Number and street (or P O box number if mail is not delivered to street address)
P O BOX 1802

Room/suite

B Telephone number (see instructions)
888-866-3275

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02901-1802

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 ☐ 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)* ▶ $ 18,022,411.

J Accounting method: ☒ 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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	443,468.	432,310.		STMT 1
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	532,033.			
	b Gross sales price for all assets on line 6a 8,001,619.				
	7 Capital gain net income (from Part IV, line 2)		532,033.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	69.	150.		STMT 2
	12 Total. Add lines 1 through 11	975,570.	964,493.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	99,353.	59,612.		39,741.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	42,746.			17,098.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	40,625.	3,701.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	7,332.	2,687.		7,275.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	190,056.	66,000.		64,114.
	25 Contributions, gifts, grants paid	775,420.			775,420.
	26 **Total expenses and disbursements** Add lines 24 and 25	965,476.	66,000.		839,534.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	10,094.			
	b **Net investment income** (if negative, enter -0-)		898,493.		
	c **Adjusted net income** (if negative, enter -0-)				

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SCANNED MAY 29 2014

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	394,102.	485,615.	485,615.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 6	15,669,586.	15,152,925.	17,178,454.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 7		386,909.	358,342.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	16,063,688.	16,025,449.	18,022,411.
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
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	16,063,688.	16,025,449.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	16,063,688.	16,025,449.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,063,688.	16,025,449.	

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	16,063,688.
2	Enter amount from Part I, line 27a	2	10,094.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	19,883.
4	Add lines 1, 2, and 3	4	16,093,665.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	68,216.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,025,449.

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	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	7,458,324.		6,937,237.	521,087.
b	543,295.		532,349.	10,946.
c				
d				
e				

	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				521,087.
b				10,946.
c				
d				
e				

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	532,033.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	722,876.	16,237,633.	0.044519
2011	728,107.	16,204,210.	0.044933
2010	1,062,590.	15,496,942.	0.068568
2009	736,949.	14,092,405.	0.052294
2008	1,029,527.	16,299,487.	0.063163

2	**Total** of line 1, column (d)	2	0.273477
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054695
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	17,173,366.
5	Multiply line 4 by line 3	5	939,297.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,985.
7	Add lines 5 and 6	7	948,282.
8	Enter qualifying distributions from Part XII, line 4	8	839,534.

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	17,970.
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	
3	Add lines 1 and 2	3	17,970.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	17,970.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 15,400.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	15,400.
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	2,570.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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 ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888)866-3275
Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802

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

			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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶	16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 ☒ 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.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	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)? (see instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
	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?	☐ 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?			7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 915 MAIN STREET, HARTFORD, CT 06103	TRUSTEE 1	67,172	-0-	-0-
SUMNER TILTON 370 MAIN ST, WORCESTER, MA 01608-1723	CO-TRUSTEE 1	10,727.	-0-	-0-
HENRY B DEWEY, ESQ 44 FRONT STREET ROOM 790, WORCESTER, MA	CO-TRUSTEE 1	10,727	-0-	-0-
WARNER S. FLETCHER 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608-1779	CO-TRUSTEE 1	10,727.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	17,113,996.
b	Average of monthly cash balances	1b	320,893.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,434,889.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	17,434,889.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	261,523.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,173,366.
6	**Minimum investment return.** Enter 5% of line 5	6	858,668.

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	858,668.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,970.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	17,970.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	840,698.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	840,698.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.			7	840,698.

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	839,534.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	839,534.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	839,534.

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				840,698.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013.				
a From 2008 82,268.				
b From 2009 46,797.				
c From 2010 298,311.				
d From 2011 NONE				
e From 2012 NONE				
f **Total** of lines 3a through e	427,376.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 839,534.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				839,534.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	1,164.			1,164.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	426,212.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	81,104.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	345,108.			
10 Analysis of line 9				
a Excess from 2009 46,797.				
b Excess from 2010 298,311.				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

N/A

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.

N/A

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:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT	N/A	SEE ATTACH	SEE ATTACHED	775,420.
Total ▶ **3a**				775,420.
b *Approved for future payment*				
Total ▶ **3b**				

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	443,468.	
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	69.	
8 Gain or (loss) from sales of assets other than inventory			18	532,033.	
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)				975,570.	
13 **Total.** Add line 12, columns (b), (d), and (e)					13 975,570.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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 | Date: 05/02/2014 | Title: SVP Tax

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
1/15/2013	-6216 82	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
1/15/2013	-6216 82	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
1/15/2013	-6216 82	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
1/15/2013	-6216 82	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
2/15/2013	-6216 82	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
2/15/2013	-6216 82	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
2/15/2013	-6216 82	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
2/15/2013	-6216 82	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/15/2013	-6216 82	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/15/2013	-6216 82	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/15/2013	-6216 82	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/15/2013	-6216 82	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/25/2013	-5000	ABBY KELLEY FOSTER HOUSE, INC	NONE	SUPPORT HOME PROGRAM	PC
3/25/2013	-2000	BOYS & GIRLS CLUB OF	NONE	SUPPORT SUMMER SCHOLARSHIP PROGRAM	PC
3/25/2013	-4000	CHILDREN'S FRIEND, INC	NONE	SUPPORT CHILD & FAMILY COUSELING CENTER	PC
3/25/2013	-8000	COMMUNITY HEALTHLINK, INC	NONE	SUPPORT RENOVATIONS	PC
3/25/2013	-2000	ECOTARIUM	NONE	SUPPORT SUMMER PROGRAMS	PC
3/25/2013	-3000	FRIENDLY HOUSE, INC	NONE	SUPPORT SUMMER PROGRAMS	PC
3/25/2013	-4000	MONTACHUSETT OPPORTUNITY COUNCIL	NONE	SUPPORT STUDENT BEHAVIORAL PROGRAMS	PC
3/25/2013	-10000	JOY OF MUSIC PROGRAM, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/25/2013	-5000	MASSACHUSETTS SYMPHONY ORCHESTRA	NONE	SUPPORT SUMMER PROGRAMS	PC
3/25/2013	-10000	NOTRE DAME ACADEMY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/25/2013	-6000	OAK HILL COMMUNITY DEVELOPMENT	NONE	SUPPORT HOUSING PROGRAMS	PC
3/25/2013	-2000	PAKACHOAG MUSIC SCHOOL OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
3/25/2013	-5000	JEWISH FEDERATION OF CENTRAL	NONE	SUPPORT NUTRITIONAL PROGRAM	PC
3/25/2013	-2000	TWIN CITIES COMMUNITY DEVELOPMNT	NONE	SUPPORT NEIGHBORHOOD INITIATIVE PROGRAM	PC
3/25/2013	-6000	WORCESTER COMMUNITY HOUSING	NONE	SUPPORT EDUCATIONAL PROGRAMS	PC
3/25/2013	-2000	WORCESTER INTERFAITH	NONE	SUPPORT EDUCATIONAL PROGRAMS	PC
3/25/2013	-7000	YOUTH OPPORTUNITIES UPHELD, INC	NONE	SUPPORT SUMMER PROGRAMS	PC
3/28/2013	-10000	BECKER COLLEGE	NONE	SUPPORT RENOVATIONS	PC
4/15/2013	-6264 45	WORCESTER POLYTECHNIC INSTITUTE	NONE	MONTHLY DISTRIBUTION	PC
4/15/2013	-6264 45	MUSIC WORCESTER INC	NONE	MONTHLY DISTRIBUTION	PC
4/15/2013	-6264 45	WORCESTER ART MUSEUM	NONE	MONTHLY DISTRIBUTION	PC
4/15/2013	-6264 45	TRUSTEES OF CLARK UNIVERSITY	NONE	MONTHLY DISTRIBUTION	PC
5/15/2013	-6264 45	WORCESTER POLYTECHNIC INSTITUTE	NONE	MONTHLY DISTRIBUTION	PC
5/15/2013	-6264 45	MUSIC WORCESTER INC	NONE	MONTHLY DISTRIBUTION	PC
5/15/2013	-6264 45	WORCESTER ART MUSEUM	NONE	MONTHLY DISTRIBUTION	PC
5/15/2013	-6264 45	TRUSTEES OF CLARK UNIVERSITY	NONE	MONTHLY DISTRIBUTION	PC
6/14/2013	-6264 45	WORCESTER POLYTECHNIC INSTITUTE	NONE	MONTHLY DISTRIBUTION	PC
6/14/2013	-6264 45	MUSIC WORCESTER INC	NONE	MONTHLY DISTRIBUTION	PC
6/14/2013	-6264 45	WORCESTER ART MUSEUM	NONE	MONTHLY DISTRIBUTION	PC
6/14/2013	-6264 45	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/25/2013	-2000	ARTS & BUSINESS COUNCIL OF	NONE	SUPPORT ART PROGRAM	PC
6/25/2013	-3000	BOSTON SYMPHONY ORCHESTRA, INC	NONE	SUPPORT ART PROGRAM	PC
6/25/2013	-7000	BOYS & GIRLS CLUB OF WORCESTER	NONE	SUPPORT ART PROGRAM	PC
6/25/2013	-5000	DISMAS HOUSE OF MASSACHUSETTS	NONE	SUPPORT FARM PROGRAM	PC
6/25/2013	-2000	EASTER SEALS MASSACHUSETTS, INC	NONE	SUPPORT SUMMER PROGRAMS	PC
6/25/2013	-3000	FIRST NIGHT WORCESTER, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/25/2013	-20000	HIGGINS ARMORY MUSEUM	NONE	SUPPORT ART PROGRAM AND EXHIBIT	PC
6/25/2013	-3000	OLD STURBRIDGE VILLAGE	NONE	SUPPORT EDUCATIONAL PROGRAMS	PC
6/25/2013	-8000	SOUTH MIDDLESEX OPPORTUNITY	NONE	PURCHASE OF EDUCATIONAL EQUIPMENT	PC
6/25/2013	-2000	STRAIGHT AHEAD MINISTRIES, INC	NONE	SUPPORT YOUTH PROGRAMS	PC
6/25/2013	-5000	TENACITY, INC	NONE	SUPPORT SUMMER PROGRAMS	PC
6/25/2013	-2000	VSA ARTS OF MASSACHUSETTS	NONE	SUPPORT READING & LEARNING PROGRAMS	PC
6/25/2013	-5000	UNITED WAY OF CENTRAL MASS	NONE	SUPPORT EDUCATIONAL PROGRAMS	PC
6/25/2013	-8000	WORCESTER REGIONAL RESEARCH	NONE	SUPPORT EDUCATIONAL PROGRAMS	PC
6/25/2013	-7000	WORCESTER YOUTH CENTER (WYC)	NONE	SUPPORT EDUCATIONAL PROGRAMS	PC
6/25/2013	-64000	CITY OF WORCESTER	NONE	SUPPORT COMMUNITY HEALTH PROGRAMS	PC

7/15/2013	-6335 2	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
7/15/2013	-6335 2	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
7/15/2013	-6335 2	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
7/15/2013	-6335 2	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
8/15/2013	-6335 2	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
8/15/2013	-6335 2	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
8/15/2013	-6335 2	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
8/15/2013	-6335 2	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/13/2013	-6335 2	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/13/2013	-6335 2	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/13/2013	-6335 2	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/13/2013	-6335 2	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/23/2013	-7000	APPLE TREE ARTS	NONE	SUPPORT RESTORATION	PC
9/23/2013	-10000	GENESIS CLUB HOUSE, INC	NONE	SUPPORT TRAINING AND EDUCATION CENTER	PC
9/23/2013	-3000	GIRLS INCORPORATED OF WORCESTER	NONE	SUPPORT TRANSPORTATION PROGRAMS	PC
9/23/2013	-3000	JEREMIAH'S HOSPICE, INC	NONE	SUPPORT RECOVERY PROGRAMS & HOUSING	PC
9/23/2013	-10000	LUTHERAN SOCIAL SERVICES OF N E	NONE	SUPPORT COMMUNITY SERVICE CENTER	PC
9/23/2013	-7000	STONE SOUP ARTISTS ACTIVISTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/23/2013	-4000	THE BOTTOM LINE, INC	NONE	SUPPORT SUCCESS PROGRAMS	PC
9/23/2013	-13000	THE SALVATION ARMY	NONE	SUPPORT RENOVATIONS	PC
9/23/2013	-25000	UNITED WAY OF CENTRAL MASS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/23/2013	-3000	WHITIN COMMUNITY CENTER	NONE	SUPPORT OUTREACH PROGRAMS	PC
9/23/2013	-2000	WORCESTER ROOTS PROJECT	NONE	SUPPORT YOUTH DEVELOPMENT PROJECT	PC
10/15/2013	-6385 18	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/15/2013	-6385 18	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/15/2013	-6385 18	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/15/2013	-6385 18	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/15/2013	-6385 18	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/15/2013	-6385 18	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/15/2013	-6385 18	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/15/2013	-6385 18	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/13/2013	-6385 18	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/13/2013	-6385 18	MUSIC WORCESTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/13/2013	-6385 18	WORCESTER ART MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/13/2013	-6385 18	TRUSTEES OF CLARK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-3000	ARTS WORCESTER	NONE	SUPPORT GALLERY PROGRAMS	PC
12/30/2013	-4000	ATHOL AREA YMCA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-2000	BIG BROTHERS BIG SISTERS OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-2000	BOY SCOUTS OF AMERICA - MOHEGAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-10000	CENTER FOR LIVING & WORKING, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-1000	CENTER FOR WOMEN & ENTERPRISE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-5000	COMMUNITY HARVEST PROJECT, INC	NONE	SUPPORT VOLUNTEER FARMING PROGRAM	PC
12/30/2013	-2000	HOUSE OF PEACE & EDUCATION, INC	NONE	SUPPORT WOMEN'S PROGRAMS	PC
12/30/2013	-15000	MASSACHUSETTS COLLEGE OF	NONE	SUPPORT RENOVATIONS	PC
12/30/2013	-3000	PROJECT BREAD - THE WALK FOR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-10000	THE CASA PROJECT, INC	NONE	SUPPORT CHILD COURT ADVOCACY PROGRAM	PC
12/30/2013	-10000	WENDELL P CLARK MEMORIAL YMCA	NONE	SUPPORT TEEN PROGRAMS	PC
12/30/2013	-5000	WORCESTER AREA BUSINESS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-15000	WORCESTER COUNTY MECHANICS ASSOC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/30/2013	-10000	WORCESTER ART MUSEUM	NONE	SUPPORT ART PROGRAM	PC
12/30/2013	-50000	FAMILY HEALTH CENTER OF	NONE	SUPPORT HEALTH PROGRAM FOR LOW INCOME RESIDENTS	PC
TOTAL	-775420				

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,029.	1,029.
FOREIGN DIVIDENDS	24,123.	24,123.
NONDIVIDEND DISTRIBUTIONS	11,158.	
DOMESTIC DIVIDENDS	146,555.	146,555.
OTHER INTEREST	129,146.	129,146.
FOREIGN INTEREST	4,306.	4,306.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	20,911.	20,911.
ACCRUED MARKET DISCOUNT INTEREST	378.	378.
US GOVERNMENT INTEREST REPORTED AS QUALI	421.	421.
NONQUALIFIED FOREIGN DIVIDENDS	9,875.	9,875.
NONQUALIFIED DOMESTIC DIVIDENDS	95,566.	95,566.
TOTAL	443,468.	432,310.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NON-TAXABLE FOREIGN INCOME	69.	
PARTNERSHIP INCOME		150.
TOTALS	69.	150.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	42,746.	17,098.
TOTALS	42,746.	17,098.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,075.	1,075.
EXCISE TAX - PRIOR YEAR	21,524.	
EXCISE TAX ESTIMATES	15,400.	
FOREIGN TAXES ON QUALIFIED FOR	1,639.	1,639.
FOREIGN TAXES ON NONQUALIFIED	987.	987.
TOTALS	40,625.	3,701.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	7,275.		7,275.
OTHER INVESTMENT FEE	57.	57.	
PARTNERSHIP EXPENSES		2,630.	
TOTALS	7,332.	2,687.	7,275.

HOCHE-SCOFIELD FOUNDATION-EQUITY 22-2519554

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	386,909.	358,342.
TOTALS		386,909.	358,342.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	6.
PARTNERSHIP TRANSACTION ADJUSTMENT	19,877.
TOTAL	19,883.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	64,744.
SALES ADJUSTMENT	109.
SECURITIES ADJUSTMENT	2,684.
ACCRUED INTEREST PAID CARRYOVER ADJUSTMENT	411.
ACCRUED INTEREST YEAR END ADJUSTMENT	268.
TOTAL	68,216.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
4.412 EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS LLC	12/27/2012	05/03/2013	7,569.00	7,227.00	342.00
TOTAL OTHER GAINS AND LOSSES			7,569.00	7,227.00	342.00
Totals			7,569.00	7,227.00	342.00

JSA
3F0971 1 000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
970. POWERSHARES DB COMMODITY INDEX	09/21/2012	10/23/2013	25,131.00	27,742.00	-2,611.00
309.214 EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS LLC	10/01/2008	05/03/2013	530,472.00	497,380.00	33,092.00
TOTAL OTHER GAINS AND LOSSES			555,603.00	525,122.00	30,481.00
Totals			555,603.00	525,122.00	30,481.00

JSA
3F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-19,877.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-19,877.00

RECIPIENT NAME:
AUDREY KLEIN-LEACH
FORM, INFORMATION AND MATERIALS:
APPLICATION AVAILABLE FROM THE FOUNDATION ALONG WITH REQUIRED INFO.
SUBMISSION DEADLINES:
FOUR TIMES A YEAR
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TAX EXEMPT ORGANIZATIONS IN WORCESTER COUNTY

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

HOCHE-SCOFIELD FOUNDATION-EQUITY
22-2519554
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	485614 660	485,614.66	485,614 66
00078H281	ASTON MONTAG & CALDWELL	26799 100	715,000 00	759,754 48
00206RAJ1	AT&T INC	50000 000	51,000 00	56,284 00
00206RBA9	AT&T INC	25000 000	29,077.75	25,371 50
00206RBC5	AT&T INC	15000 000	15,424.20	14,979.00
037411105	APACHE CORP	655 000	56,696 81	56,290 70
037833100	APPLE INC	221.000	83,005 83	123,985 42
04314H204	ARTISAN INTERNATIONAL FUND	30146.836	757,882 75	918,875 56
04314H881	ARTISAN INTL VALUE FUND	24922 820	787,928 97	916,412 09
053015103	AUTOMATIC DATA PROCESSING INC	757 000	45,029 85	61,164 84
05565QBH0	BP CAPITAL MARKETS PLC	50000 000	52,307 00	52,015 00
084670BD9	BERKSHIRE HATHAWAY INC DEL	45000.000	46,144 35	46,035.90
088606108	BHP BILLITON LTD	623.000	41,328 73	42,488 60
09247X101	BLACKROCK INC	185 000	33,378 62	58,546.95
097100853	BOFA CASH RESERVES	38655 770	38,655 77	38,655 77
14040HAN5	CAPITAL ONE FINL CORP	25000 000	27,331 00	27,962 00
166751AJ6	CHEVRON CORP	50000.000	52,134.00	56,715 50
166764100	CHEVRON CORP	566 000	69,854.30	70,699.06
171232101	CHUBB CORP	939 000	70,598 71	90,735 57
17275RAE2	CISCO SYS INC	50000 000	51,847 00	56,241 50
172967CK5	CITIGROUP INC	63000 000	63,429 03	63,920 43
172967EY3	CITIGROUP INC	8000.000	8,624 48	8,268 96
19765N245	COLUMBIA DIVIDEND INCOME FUND	43109 953	658,720 08	790,205 44
19765Y688	COLUMBIA SELECT LARGE CAP	41611 019	417,358.52	800,596 01
19765Y852	COLUMBIA EMERGING MARKETS	35199 603	357,008.70	359,035 95
205887BQ4	CONAGRA FOODS INC	20000.000	19,943.60	19,633 40
20825CAR5	CONOCOPHILLIPS	50000.000	49,445.00	57,738.50
22541LAM5	CREDIT SUISSE FIRST BOSTON USA	50000 000	52,401.50	50,083.00
244199105	DEERE & CO	700 000	53,980 50	63,931.00
25243Q205	DIAGEO PLC	339 000	41,699 41	44,890 38
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	50000.000	52,806 00	52,525.50
254709108	DISCOVER FINL SVCS	1164.000	59,113 19	65,125.80
26441CAD7	DUKE ENERGY CORP	25000.000	28,178.00	27,754.00
268648102	EMC CORP	1641 000	40,476.79	41,271 15

HOCHE-SCOFIELD FOUNDATION-EQUITY
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Bank of America

Cusip	Asset	Units	Basis	Market Value
291011104	EMERSON ELEC CO	1424.000	72,766 11	99,936 32
29273RAR0	ENERGY TRANSFER PARTNERS L P	50000 000	51,748 50	53,737 50
30219G108	EXPRESS SCRIPTS HLDG CO	1359 000	86,943 75	95,456.16
30231G102	EXXON MOBIL CORP	1093 000	99,532.86	110,611 60
302570BD7	FPL GROUP CAP INC	50000.000	50,752 00	56,644.50
313379DD8	FEDERAL HOME LN BKS	100000 000	99,587 70	99,688.00
3135G0NV1	FEDERAL NATL MTG ASSN	60000 000	60,157 20	60,106 20
3137ALY78	FEDERAL HOME LN MTG CORP	44410 220	44,878 61	43,570 87
3137EACD9	FEDERAL HOME LN MTG CORP	360000 000	384,215 28	365,760 00
3137EADB2	FEDERAL HOME LN MTG CORP	60000.000	57,129 00	57,357 60
3138ATE48	FEDERAL NATL MTG ASSN	23448 860	24,639 62	24,155 37
3138ECEW9	FEDERAL NATL MTG ASSN	75978 530	78,709.02	75,554 57
3138MDZA3	FEDERAL NATL MTG ASSN	22118 250	23,320.94	21,994 39
3138W4TZ4	FEDERAL NATL MTG ASSN	23338 280	23,644.60	22,510 47
31398AZV7	FEDERAL NATL MTG ASSN	15000 000	15,850.67	15,328 05
369604103	GENERAL ELEC CO	2756.000	74,542 36	77,250 68
36962G6K5	GENERAL ELEC CAP CORP	15000.000	15,023 85	14,901 30
38141GFM1	GOLDMAN SACHS GROUP INC	30000 000	32,706 90	34,400 40
38142Y401	GOLDMAN SACHS GROWTH	25538 106	765,000 00	777,635 33
438516106	HONEYWELL INTL INC	895 000	53,033 22	81,776 15
459200101	INTERNATIONAL BUSINESS MACHS	379 000	37,976 89	71,089 03
464287473	ISHARES RUSSELL MID-CAP VALUE	11790 000	596,995 23	774,720 90
464287648	ISHARES RUSSELL 2000 GROWTH ETF	5110.000	529,513 95	692,456.10
466001864	IVY ASSET STRATEGY FUND	3122.621	90,000.00	100,798 21
46625HHN3	JPMORGAN CHASE & CO	25000.000	26,585.50	25,437 75
46625HJE1	JPMORGAN CHASE & CO	50000.000	50,280.00	47,916.00
478160104	JOHNSON & JOHNSON	826.000	56,729.47	75,653.34
487836BD9	KELLOGG CO	5000 000	5,643 35	5,188.70
49326EED1	KEYCORP	50000 000	49,976 00	54,645 50
50075NBB9	KRAFT FOODS INC	75000 000	77,891.25	79,512.00
50076Q106	KRAFT FOODS GROUP INC	974.000	43,507 53	52,508.34
552983694	MFS VALUE FUND	23947 328	622,391 06	798,882 86
55616XAF4	MACYS RETAIL HLDGS INC	25000.000	27,392 00	24,642 00
571748102	MARSH & MCLENNAN COS INC	1162.000	45,474.14	56,194 32

HOCHE-SCOFIELD FOUNDATION-EQUITY
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Bank of America

Cusip	Asset	Units	Basis	Market Value
580135101	MCDONALDS CORP	613 000	55,010.88	59,479 39
589331AD9	MERCK & CO INC DTD 3/1/98 6 40%	50000 000	49,943 00	60,477.50
609207105	MONDELEZ INTL INC	1921.000	52,051 76	67,811 30
61748AAE6	MORGAN STANLEY	20000 000	20,711 65	20,159 00
641069406	NESTLE S A	980 000	61,289 20	71,955 52
64128K868	NEUBERGER BERMAN HIGH INCOME	54860.157	525,000 00	514,588 27
66987V109	NOVARTIS A G	864 000	51,709 01	69,448 32
674599105	OCCIDENTAL PETE CORP DEL	609 000	47,821 85	57,915 90
68389XAP0	ORACLE CORP	40000 000	40,501 60	36,637.60
693475105	PNC FINL SVCS GROUP INC	868.000	65,335.47	67,339 44
693476BH5	PNC FDG CORP	75000 000	77,966 25	77,582 25
713448108	PEPSICO INC	866 000	48,550 00	71,826 04
714199106	PERMANENT PORTFOLIO	1684 400	80,500 00	72,530.26
717081DA8	PFIZER INC	30000 000	32,790 60	31,699 50
718172109	PHILIP MORRIS INTL INC	813 000	44,971 03	70,836 69
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	21893 329	235,000.00	216,743 96
73935S105	POWERSHARES DB COMMODITY	13965 000	386,909 17	358,341 90
74005P104	PRAXAIR INC	468 000	52,070 68	60,854 04
747525103	QUALCOMM INC	1128 000	68,347 61	83,754 00
771195104	ROCHE HLDG LTD	1270 000	63,853.17	88,964 77
775371AV9	ROHM & HAAS CO	15000 000	16,475.25	17,016 45
806857108	SCHLUMBERGER LTD	678.000	42,798.75	61,094 58
808513105	SCHWAB CHARLES CORP NEW	2668 000	53,455 24	69,368 00
816851AQ2	SEMPRA ENERGY	50000.000	49,859 50	50,154 50
822582AV4	SHELL INTL FIN B V	35000.000	34,219 85	31,252 55
828807CJ4	SIMON PPTY GROUP L P	55000.000	56,222 65	55,759 00
832696405	SMUCKER J M CO	546.000	47,454.50	56,576 52
872540109	TJX COS INC NEW	1365 000	28,279.18	86,991 45
87938WAN3	TELEFONICA EMISIONES S A U	35000 000	34,687.45	36,764.00
880208400	TEMPLETON GLOBAL BD FUND	13692.600	180,000 00	179,236 13
887317AH8	TIME WARNER INC	50000.000	51,961 50	54,568 50
88732JBD9	TIME WARNER CABLE INC	35000.000	35,407 75	26,514 95
89114QAH1	TORONTO DOMINION BK UNSECD	20000.000	20,045.85	20,043 00
893521AB0	TRANSATLANTIC HLDGS INC	50000.000	51,169.50	62,172 50

HOCHE-SCOFIELD FOUNDATION-EQUITY
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Cusip	Asset	Units	Basis	Market Value
911312106	UNITED PARCEL SVC INC	534 000	38,450 67	56,112 72
912810QS0	UNITED STATES TREAS BD	275000 000	282,025 39	268,081 00
912810QX9	UNITED STATES TREAS BD	35000 000	33,064 06	27,731 90
912828PJ3	UNITED STATES TREAS NT	50000.000	51,541.02	50,967 00
912828RU6	UNITED STATES TREAS NT	170000 000	169,236.33	170,544 00
912828SV3	UNITED STATES TREAS NT	215000 000	217,040.82	198,808 35
912828TM2	UNITED STATES TREAS NT	40000 000	39,898.44	39,250 00
912828TV2	UNITED STATES TREAS NT	20000 000	20,298.43	19,129 60
922042858	VANGUARD FTSE EMERGING MKTS	8620 000	360,635 06	354,626 80
922908553	VANGUARD REIT	17570 000	1,221,775 54	1,134,319 20
92343VAY0	VERIZON COMMUNICATIONS INC	75000 000	74,525 25	78,210 00
92646A815	VICTORY SMALL CO OPPTY FUND	15998 376	556,062 85	646,334 39
92826C839	VISA INC	554 000	92,799 98	123,364.72
949746101	WELLS FARGO & CO	3063 000	68,979 00	139,060 20
94974BET3	WELLS FARGO & CO	50000 000	53,312 50	51,274.00
988498AG6	YUM BRANDS INC	25000 000	25,550 00	25,327 50
98978V103	ZOETIS INC	1885 000	59,195 10	61,620 65
G1151C101	ACCENTURE PLC	1026 000	62,280 32	84,357.72
H84989104	TE CONNECTIVITY LTD	1361 000	48,444 79	75,004 71
		Totals	16,025,449 11	18,022,410 38