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Form 990-PF

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 instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation ARTHUR M AND MARTHA R PAPPAS FOUNDATION		A Employer identification number 22-2967957	
Number and street (or P O box number if mail is not delivered to street address) C/O RNLUSARDI CPA 271 MAIN STREET ROOM/SUITE 203		B Telephone number (see instructions) (781) 279-3360	
C If exemption application is pending, check here ► <input type="checkbox"/>			
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,878,230		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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)
1 Contributions, gifts, grants, etc, received (attach schedule)		200,000			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		137,353	137,353	137,353	
4 Dividends and interest from securities.		199,130	199,130	199,130	
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		14,392			
b Gross sales price for all assets on line 6a 1,506,935					
7 Capital gain net income (from Part IV, line 2) . . .			25,667		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		550,875	362,150	336,483	
13 Compensation of officers, directors, trustees, etc					
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)		4,800			4,800
17 Interest					
18 Taxes (attach schedule) (see instructions)		5,950			
19 Depreciation (attach schedule) and depletion . . .					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		250			250
24 Total operating and administrative expenses.					
Add lines 13 through 23		11,000	0		5,050
25 Contributions, gifts, grants paid		560,425			560,425
26 Total expenses and disbursements. Add lines 24 and 25		571,425	0		565,475
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-20,550			
b Net investment income (if negative, enter -0-)			362,150		
c Adjusted net income (if negative, enter -0-)				336,483	

Part III 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	32,916		
2	Savings and temporary cash investments	3,677,761	3,523,501	3,440,201
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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	6,729,602	6,901,983	8,419,023
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans	22,800	17,045	19,006
13	Investments—other (attach schedule)			
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)	10,463,079	10,442,529	11,878,230
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)			0
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Capital stock, trust principal, or current funds	10,463,079	10,442,529	
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 page 17 of the instructions)	10,463,079	10,442,529	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,463,079	10,442,529	

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	10,463,079
2	Enter amount from Part I, line 27a	2	-20,550
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	10,442,529
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,442,529

Part IV Capital Gains and Losses for Tax on Investment Income

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 page 18 of 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	537,325	10,883,736	0.049370
2011	520,525	10,565,292	0.049267
2010	486,090	10,104,414	0.048107
2009	470,102	9,365,860	0.050193
2008	493,876	9,963,549	0.049568
2 Total of line 1, column (d).			0.246501
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			0.049301
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			11,498,571
5 Multiply line 4 by line 3.			566,891
6 Enter 1% of net investment income (1% of Part I, line 27b).			3,622
7 Add lines 5 and 6.			570,513
8 Enter qualifying distributions from Part XII, line 4.			565,471

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	7,243
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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-)	2	
3	Add lines 1 and 2.	3	7,243
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	7,243
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	243
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	

Part VII-A Statements Regarding Activities (continued)

11		No
12	Yes	
13	Yes	

Website address ► N/A

14	The books are in care of ► ROBERT N LUSARDI CPA Located at ► 271 MAIN ST STE 203 STONEHAM MA	Telephone no ► (781) 279-3360 ZIP +4 ► 02180
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► 15
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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?	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►		

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

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

1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> 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 page 20 of the instructions)?		
	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?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
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)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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	<input checked="" type="checkbox"/> 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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/> 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? 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	5b	
6a		6b	No
7a		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)

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
ARTHUR M PAPPAS 	TRUSTEE 2 00	0	0	
33 BRYN MAWR AVE 33 BRYN MAWR AVE AUBURN, MA 01501				
MARTHA R PAPPAS 	TRUSTEE 2 00	0	0	
33 BRYN MAWR AVE 33 BRYN MAWR AVE AUBURN, MA 01501				

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

2. Compensation of five highest paid employees (other than those included on line 1 - see instructions). If none, enter "NONE".				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

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		

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 11,586,210
b	Average of monthly cash balances.	1b 87,470
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 11,673,680
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
3	Subtract line 2 from line 1d.	3 11,673,680
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 175,105
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 11,498,575
6	Minimum investment return. Enter 5% of line 5.	6 574,929

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.	1 574,929
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 7,243
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 7,243
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 567,686
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 567,686
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 567,686

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 565,475
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 565,475
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 565,475

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				567,686
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,088	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 565,475				
a Applied to 2012, but not more than line 2a			3,088	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				562,387
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				5,299
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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)

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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 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)				
a Paid during the year See Additional Data Table				
Total			► 3a	560,425
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	137,353	
5 Net rental income or (loss) from real estate			14	199,130	
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	25,667	-11,275
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).				362,150	-11,275
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13	350,875	

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

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

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 or

b Other transactions

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.

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 _____
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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2014-05-06

* * * * *

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

Paid Preparer Use Only	ROBERT N LUSARDI CPA		2014-05-07	employed <input checked="" type="checkbox"/>	P00139849
	Firm's name ► ROBERT N LUSARDI CPA			Firm's EIN ►	
	Firm's address ► 271 MAIN STREET SUITE 203 STONEHAM, MA 021803580			Phone no (781) 279-3360	

Form 990PF Part XV Line 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)				
a Paid during the year				
ABBY'S HOUSE 52 HIGH STREET WORCESTER, MA 01609	NONE	PUBLIC	GENERAL	100
AMERICAN ANTIQUARIAN SOCI 185 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	GENERAL	1,000
AUBURN YOUTH & FAMILY SER 21 PHEASANT COURT AUBURN, MA 01501	NONE	PUBLIC	GENERAL	1,100
BARTON CENTER FOR DIABETES PO BOX 356 NORTH OXFORD, MA 015370356	NONE	PUBLIC	GENERAL	500
BOYS AND GIRLS CLUB OF WO 65 TAINTER STREET WORCESTER, MA 01608	NONE	PUBLIC	GENERAL	200
EASTER SEALS MASSACHUSETT PO BOX 51410 BOSTON, MA 022051410	NONE	PUBLIC	GENERAL	75
ECOTARIUM 222 HARRINGTON WAY WORCESTER, MA 016049967	NONE	PUBLIC	GENERAL	14,000
FAMILY HEALTH CTR OF WORC PO BOX 20205 WORCESTER, MA 01602	NONE	PUBLIC	GENERAL	5,000
FIRST CHURCH OF JAFFREY ANNUAL CONTRIBUTION C/O TREASURER PO BOX 673 JAFFREY, NH 03452	NONE	PUBLIC	GENERAL	2,500
FIRST CHURCH OF JAFFREY CHRISTMAS BENEVOLENCE FD C/O TREASURER PO BOX 673 JAFFREY, NH 03452	NONE	PUBLIC	GENERAL	500
FRANKLIN PIERCE UNIVERSIT 40 UNIVERSITY DRIVE RINDGE, NH 03461	NONE	PUBLIC	GENERAL	100,000
GREATER WORCESTER COMM FD 370 MAIN ST SUITE 650 WORCESTER, MA 016081738	NONE	PUBLIC	GENERAL	251,000
HANOVER THEATRE PERF ARTS 2 SOUTHBRIDGE STREET WORCESTER, MA 01608	NONE	PUBLIC	GENERAL	5,000
HARVARD UNIVERSITY FAC OF ARTS & SCIENCES FD 124 MOUNT AUBURN ST CAMBRIDGE, MA 021385795	NONE	PUBLIC	GENERAL	2,000
HARVARD UNIVFRIENDS OF H MURR CENTER 65 N HARVAR BOSTON, MA 021631012	NONE	PUBLIC	GENERAL	2,000
Total				560,425
			► 3a	

Form 990PF Part XV Line 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)				
a Paid during the year				
HARVARD VARSITY CLUB 65 NORTH HARVARD ST BOSTON, MA 02163	NONE	PUBLIC	GENERAL	125
HAYSTACK MOUNTAIN SCHOOL PO BOX 518 DEER ISLE, ME 046279989	NONE	PUBLIC	GENERAL	500
ISLAND HERITAGE TRUST PO BOX 42 DEER ISLE, ME 04647	NONE	PUBLIC	GENERAL	100
ISLAND MEDICAL CENTER PO BOX 654 DEER ISLE, ME 04627	NONE	PUBLIC	GENERAL	100
KEEPING AUBURN WARM PO BOX 222 AUBURN, MA 01501	NONE	PUBLIC	GENERAL	1,000
MA AUDUBON SOC AT BROAD MEADOW BROOK CONS CTR & WILDLIFE SANCTUARY 414 MASSASOIT RD WORCESTER, MA 01604	NONE	PUBLIC	GENERAL	100,000
MASONIC EDUCATION AND CHARITY TRUST 186 TREMONT STREET BOSTON, MA 02111	NONE	PUBLIC	GENERAL	1,000
MASSACHUSETTS HOSPITAL SC 3 RANDOLPH STREET CANTON, MA 02021	NONE	PUBLIC	GENERAL	1,000
MEMORIAL AMBULANCE CORPS PO BOX 387 DEER ISLE, ME 04627	NONE	PUBLIC	GENERAL	100
MECHANICS HALL 371 MAIN STREET WORCESTER, MA 01608	NONE	PUBLIC	GENERAL	1,000
MUSIC WORCESTER INC ST 323 MAIN STREET WORCESTER, MA 016081151	NONE	PUBLIC	GENERAL	2,000
NATIONAL AUDUBON SOCIETY PO BOX 422245 PALM COAST, FL 321426696	NONE	PUBLIC	GENERAL	100
NATURAL RESOURCES COUNCIL OF ME 3 WADE STREET AUGUSTA, ME 04330	NONE	PUBLIC	GENERAL	100
NEW HAMPSHIRE PUBLIC TELE 268 MAST RD DURHAM, NH 03824	NONE	PUBLIC	GENERAL	500
ORTHOPEDIC RESEARCH AND E 6300 NORTH RIVER RD SUIT ROSEMONT, IL 600198839	NONE	PUBLIC	GENERAL	1,000
Total			► 3a	560,425

Form 990PF Part XV Line 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)				
a Paid during the year				
PAKACHOAG COMM MUSIC SCH 203 PAKACHOAG ST AUBURN, MA 01501	NONE	PUBLIC	GENERAL	1,000
RHODE ISLAND PBS FDN PO BOX 883 PROVIDENCE, RI 029010883	NONE	PUBLIC	GENERAL	500
SAINT THOMAS CHURCH 35 SCHOOL STREET AUBURN, MA 01501	NONE	PUBLIC	GENERAL	100
SALVATION ARMY CO WORCE PO BOX 55876 BOSTON, MA 022055876	NONE	PUBLIC	GENERAL	50
SOCIETY FOR THE PROT OF N 54 PORTSMOUTH STREET CONCORD, NH 033019965	NONE	PUBLIC	GENERAL	125
STONINGTON METHODIST CHUR PO BOX 307 STONINGTON, ME 04681	NONE	PUBLIC	GENERAL	100
TOWER HILL BOTANIC GARDEN 11 FRENCH DR PO BOX 598 BOYLSTON, MA 015050598	NONE	PUBLIC	GENERAL	56,000
UNIV OF ROCHESTER SCHOOL GIFT OFFICE-MCAG PO BOX ROCHESTER, NY 146929804	NONE	PUBLIC	GENERAL	100
WELLESLEY COLLEGE DEV OF 106 CENTRAL STREET WELLESLEY, MA 024818203	NONE	PUBLIC	GENERAL	2,500
WGBH PUBLIC TV PO BOX 555875 BOSTON, MA 02205	NONE	PUBLIC	GENERAL	500
WORCESTER ART MUSEUM 55 SALISBURY ST WORCESTER, MA 01609	NONE	PUBLIC	GENERAL	2,500
WORCESTER COUNTY FOOD BK 474 BOSTON TURNPIKE SHREWSBURY, MA 01545	NONE	PUBLIC	GENERAL	100
WORCESTER COUNTY HORT SOCIETY 11 FRENCH DR PO BOX 598 BOYLSTON, MA 01505	NONE	PUBLIC	GENERAL	1,250
WORCESTER DISTRICT MED SO MECHANICS HALL 321 MAIN WORCESTER, MA 01608	NONE	PUBLIC	GENERAL	200
WORCESTER YOUTH CENTER 326 CHANDLER ST WORCESTER, MA 016023440	NONE	PUBLIC	GENERAL	500
Total			► 3a	560,425

Form 990PF Part XV Line 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)				
a Paid during the year				
YMCA OF GREATER WORCESTER 766 MAIN STREET WORCESTER, MA 01610	NONE	PUBLIC	GENERAL	200
OLD STURBRIDGE VILLAGE DEVELOPMENT OFFICE 1 OLD STURBRIDGE VILL RD STURBRIDGE, MA 015611198	NONE	PUBLIC	GENERAL	1,000
SPECIAL OLYMPICS MA PO BOX 322 HATHORNE, MA 019370322	NONE	PUBLIC	GENERAL	100
Total			► 3a	560,425

TY 2013 Compensation Explanation

Name: ARTHUR M AND MARTHA R PAPPAS
FOUNDATION
EIN: 22-2967957

Person Name	Explanation
ARTHUR M PAPPAS	
MARTHA R PAPPAS	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: ARTHUR M AND MARTHA R PAPPAS
FOUNDATION
EIN: 22-2967957

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
MORGAN STANLEY (SEE ATTACHED)	2008-06	PURCHASE	2013-12		1,481,268	1,492,543			-11,275	

TY 2013 Investments Corporate Stock Schedule

Name: ARTHUR M AND MARTHA R PAPPAS
FOUNDATION
EIN: 22-2967957

Name of Stock	End of Year Book Value	End of Year Fair Market Value
66,922 SHS INCOME FD OF AMERICA	1,200,816	1,381,931
27,556 SHS WASH MUTUAL INVEST FD	846,899	1,086,526
84,122 SHS AMERICAN BALANCED FD	1,390,490	2,054,266
31,093 SHS CAP INC BUILDER FD	1,422,149	1,820,488
53,251 SHS INTER BOND FD OF AMERICA	728,461	714,628
9,915 SHS CAP WORLD GWTH & INC FD	438,818	449,343
400 SHS HEALTHSOUTH CORP	12,622	13,328
56,517 SHS LIMITED MATURITY FD	350,000	341,926
31,678 SHS TOTAL RETURN A	511,728	556,587

TY 2013 Other Expenses Schedule

Name: ARTHUR M AND MARTHA R PAPPAS
FOUNDATION
EIN: 22-2967957

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
COMM OF MA PC FEE	250			250

TY 2013 Other Professional Fees Schedule

Name: ARTHUR M AND MARTHA R PAPPAS
FOUNDATION
EIN: 22-2967957

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL/PROFESSIONAL FEES	4,800			4,800

TY 2013 Substantial Contributors Schedule

Name: ARTHUR M AND MARTHA R PAPPAS
FOUNDATION
EIN: 22-2967957

Name	Address
ARTHUR M PAPPAS	33 BRYN MAWR AVE AUBURN, MA 01501
MARTHA R PAPPAS	33 BRYN MAWR AVE AUBURN, MA 01501

TY 2013 Taxes Schedule

Name: ARTHUR M AND MARTHA R PAPPAS
FOUNDATION
EIN: 22-2967957

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	5,950			

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

ARTHUR M & MARTHA R PAPPAS, TT
ARTHUR M & MARTHA R PAPPAS
FOUNDATION U/A/D/12/24/88
BOX 386, 33 BRYN MAWR AVE
AUBURN MA 01501-1619

Identification Number: 26-4310632
Taxpayer ID Number: 22-2967957
Account Number: 357 901106 053

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AMERICAN CD 3900 13FB22	95,000 000	02/14/08	02/22/13	\$95,000.00	\$95,000.00	\$0.00	\$0.00	\$0.00	
AMERICAN INTM BD FD OF AMERICA	CUSIP: 458809100	Symbol (Box 1d): AIBAX							
	3,717 472	02/11/03	06/27/13	\$50,000.00	\$51,598.51	\$0.00	(\$1,598.51)	\$0.00	
	8,010 856	08/26/02	11/29/13	\$108,224.65	\$110,549.81	\$0.00	(\$2,325.16)	\$0.00	
	17,896.361	02/11/03	11/29/13	\$241,775.35	\$248,401.49	\$0.00	(\$6,626.14)	\$0.00	
Security Subtotal	29,624.689			\$400,000.00	\$410,549.81		(\$10,549.81)		
AMEX BANK FSB CD 3500 14FB11	CUSIP 02580VFI4	Symbol (Box 1d):							
	25,000 000	02/03/09	12/24/13	\$25,058.20	\$25,000.00	\$0.00	\$58.20	\$0.00	
AMEX CENTURION BK 3400 17JA27	CUSIP 02586VBK4	Symbol (Box 1d):							
	95,000 000	08/25/11	12/26/13	\$100,037.03	\$100,794.05	\$0.00	(\$757.02)	\$0.00	
CAPITAL ONE NA 4550 13JA16	CUSIP 14042EDF4	Symbol (Box 1d):							
	95,000 000	01/09/08	01/16/13	\$95,000.00	\$95,000.00	\$0.00	\$0.00	\$0.00	
CIT BK CD 3350 13JL01	CUSIP 17284AH03	Symbol (Box 1d):							
	96,000.000	06/24/09	07/01/13	\$96,000.00	\$96,000.00	\$0.00	\$0.00	\$0.00	
GE CAP FINL CD 5000 13AU06	CUSIP 36160TCF4	Symbol (Box 1d):							
	95,000.000	07/30/08	08/06/13	\$95,000.00	\$95,000.00	\$0.00	\$0.00	\$0.00	
GE CAP RET BK CD 5000 13SP18	CUSIP 36159CCW4	Symbol (Box 1d):							
	95,000.000	09/16/08	09/18/13	\$95,000.00	\$95,000.00	\$0.00	\$0.00	\$0.00	
GNMA POOL 003238 6000 32MY20	CUSIP 36202DS36	Symbol (Box 1d):							
	720 710	06/11/02	02/20/13	\$720.71	\$724.31	\$0.00	(\$3.60)	\$0.00	PP
	117 830	06/11/02	03/20/13	\$117.83	\$118.42	\$0.00	(\$0.59)	\$0.00	PP

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC

1 New York Plaza
8th Floor

New York, NY 10004

Identification Number: 26-4310632

ARTHUR M & MARTHA R PAPPAS, TT
ARTHUR M & MARTHA R PAPPAS
FOUNDATION U/A/D/ 12/24/88
BOX 386, 33 BRYN MAWR AVE
AUBURN MA 01501-1619

Taxpayer ID Number 22-2967957
Account Number: 357 901106 053

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
GNMA POOL 003238 6000 32MY20	666 790	06/11/02	04/20/13	\$666.79		\$670.12	(\$3.33)		\$0.00
	476 780	06/11/02	05/20/13	\$476.78		\$479.16	(\$2.38)		\$0.00
	559 780	06/11/02	06/20/13	\$559.78		\$562.58	(\$2.80)		\$0.00
	545 230	06/11/02	07/20/13	\$545.23		\$547.96	(\$2.73)		\$0.00
	827 640	06/11/02	08/20/13	\$827.64		\$831.78	(\$4.14)		\$0.00
	401 000	06/11/02	09/20/13	\$401.00		\$403.01	(\$2.01)		\$0.00
	243 810	06/11/02	10/23/13	\$243.81		\$245.03	(\$1.22)		\$0.00
	351 940	06/11/02	11/20/13	\$351.94		\$353.70	(\$1.76)		\$0.00
	261 580	06/11/02	12/20/13	\$261.58		\$262.89	(\$1.31)		\$0.00
Security Subtotal	5,173 090			\$5,173.09		\$5,198.96	(\$25.87)		\$0.00
<u>GOLDMAN SACHS</u> CD 3650 13FB06	95,000 000	02/01/08	02/06/13	\$95,000.00		\$0.00	\$0.00		\$0.00
<u>ORIENTAL B&T</u> CD 4250 13AP11									
<u>ST BK INDIA</u> CD 4600 13JA16	95,000 000	04/03/08	04/11/13	\$95,000.00		\$95,000.00	\$0.00		\$0.00
<u>WACHOVIA</u> BK CD 4250 13AP16	95,000 000	01/09/08	01/16/13	\$95,000.00		\$95,000.00	\$0.00		\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Page 14 of 22

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Morgan Stanley

1099 Consolidated Tax Statement Tax Year 2013 Copy B For Recipient

Morgan Stanley Smith Barney Holdings LLC

1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 264310632
ARTHUR M & MARTHA R PAPPAS, TTT
ARTHUR M & MARTHA R PAPPAS
FOUNDATION U/A/D/ 12/24/88
BOX 386, 33 BRYN MAWR AVE
AUBURN MA 01501-1619

Taxpayer ID Number 22-2967957
Account Number: 357901106 053

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box E checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES (Box 4)
WACHOVIA BK NA CD 5050 13SP30	95,000 000	09/22/08	09/30/13	\$95,000.00	\$95,000.00		\$0.00	\$0.00	
Total Long Term Noncovered Securities				\$1,481,268.32	\$1,492,542.82		\$0.00	(\$11,274.50)	\$0.00
Form 1099-B Total Reportable Amounts									
Total Sales Price (Box 2a)				\$1,481,268.32					
Total Cost or Other Basis (Box 3)						\$0.00			
Total Wash Sale Loss Disallowed (Box 5)						\$0.00			
Total Fed Tax Withheld (Box 4)							\$0.00		

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

PP This represents a return of your investment. Please compare your cost basis for this principal payment with the amount of the payment. You may have a capital loss if your cost basis exceeds the principal received or ordinary income if your cost basis is less than the principal payment. Principal payments are reported on Form 8949, Sales and Other Dispositions of Capital Assets, of the tax return. Please consult your tax advisor