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: FIELDSTONE FOUNDATION, INC.

A Employer identification number: 22-3111728

Number and street (or P O box number if mail is not delivered to street address): C/O AYCO COMPANY, LP - NATIONAL TAX GROUP P.O. BOX 15014

Room/suite:

B Telephone number (see instructions): (518) 640-5000

City or town, state or province, country, and ZIP or foreign postal code: ALBANY, NY 12212-5014

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,508,472.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(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	76,601.	76,601.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	26,234.			
	b	Gross sales price for all assets on line 6a 994,712.				
	7	Capital gain net income (from Part IV, line 2)		26,234.		
	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) ATCH 2	-12,916.	-12,916.		
	12	**Total.** Add lines 1 through 11	89,919.	89,919.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	55,000.			
	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)				
	17	Interest ATCH 3	314.	314.		
	18	Taxes (attach schedule) (see instructions) ATCH 4	5,911.	66.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	4,249.			
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	19,624.	19,432.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	85,098.	19,812.		
	25	Contributions, gifts, grants paid	182,731.			182,731.
	26	**Total expenses and disbursements.** Add lines 24 and 25	267,829.	19,812.		182,731.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-177,910.			
	b	**Net investment income** (if negative, enter -0-)		70,107.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	17,217.	20,609.	20,609.
2 Savings and temporary cash investments	8,325.	5,003.	5,003.
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) ATCH 6	1,322,871.	1,212,207.	1,881,399.
c Investments - corporate bonds (attach schedule) ATCH 7	1,335,195.	1,317,767.	1,335,103.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 8	265,013.	224,951.	224,951.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 9)	44,184.	41,407.	41,407.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,992,805.	2,821,944.	3,508,472.
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	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds	2,992,805.	2,821,944.	
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)	2,992,805.	2,821,944.	
31 **Total liabilities and net assets/fund balances** (see instructions)	2,992,805.	2,821,944.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,992,805.
2 Enter amount from Part I, line 27a	2	-177,910.
3 Other increases not included in line 2 (itemize) ▶ ATCH 10	3	8,684.
4 Add lines 1, 2, and 3	4	2,823,579.
5 Decreases not included in line 2 (itemize) ▶ ATCH 11	5	1,635.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,821,944.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

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	26,234.
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	0

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	174,440.	3,311,309.	0.052680
2011	176,628.	3,457,797.	0.051081
2010	176,250.	3,506,408.	0.050265
2009	165,040.	3,302,476.	0.049975
2008	316,640.	3,744,551.	0.084560

2	**Total** of line 1, column (d)	2	0.288561
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	0.057712
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,477,700.
5	Multiply line 4 by line 3	5	200,705.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	701.
7	Add lines 5 and 6	7	201,406.
8	Enter qualifying distributions from Part XII, line 4	8	182,731.

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	1,402.
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	1,402.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,402.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,500.		
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	4,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,098.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 3,098. **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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ AYCO COMPANY L.P.-NTG Telephone no. ▶ 518-640-5000 Located at ▶ 25 BRITISH AMERICAN BLVD LATHAM, NY ZIP+4 ▶ 12110			
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 ▶ [X]			
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 [X] 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 [X] 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
ATCH 12		55,000.	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 ▶

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		0
Total number of others receiving over $50,000 for professional services ▶		

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT	
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
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	3,216,501.
b	Average of monthly cash balances	1b	47,801.
c	Fair market value of all other assets (see instructions)	1c	266,358.
d	**Total** (add lines 1a, b, and c)	1d	3,530,660.
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	3,530,660.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	52,960.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,477,700.
6	**Minimum investment return.** Enter 5% of line 5	6	173,885.

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	173,885.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,402.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,402.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	172,483.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	172,483.
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	172,483.

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	182,731.
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	182,731.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	182,731.

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					172,483.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013:					
a From 2008	131,244.				
b From 2009	1,657.				
c From 2010	5,818.				
d From 2011	5,902.				
e From 2012	13,207.				
f **Total** of lines 3a through e		157,828.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 182,731.					
a Applied to 2012, but not more than line 2a					
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					172,483.
e Remaining amount distributed out of corpus		10,248.			
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		168,076.			
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					
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)		131,244.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		36,832.			
10 Analysis of line 9:					
a Excess from 2009	1,657.				
b Excess from 2010	5,818.				
c Excess from 2011	5,902.				
d Excess from 2012	13,207.				
e Excess from 2013	10,248.				

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
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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).)

THOMAS SHEPHERD

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . . . ▶ **3a**				182,731.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	76,601.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	26,234.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATCH 14		-12,916.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-12,916.		102,835.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 89,919.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	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
			N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here

Signature of officer or trustee: [signature] | Date: 11/14/14 | Title: President

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
	JOHN SOBIESKI	[signature]	11/13/14		P00642891
	Firm's name ▶ THE AYCO COMPANY, LP			Firm's EIN ▶ 33-1187432	
	Firm's address ▶ PO BOX 15014 ALBANY, NY 12212-5014			Phone no 518-640-5000	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: FIELDSTONE FOUNDATION, INC.

Employer identification number: 22-3111728

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	150,542.	131,918.		18,624.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked	228,798.	229,112.		-314.
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	4,311.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	22,621.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	150,819.	147,413.		3,406.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	491,238.	460,035.		31,203.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	-30,996.
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	3,613.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			22,621.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			3,613.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			26,234.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
FIELDSTONE FOUNDATION, INC.	22-3111728

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[X] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
BOSTON PRIVATE 8382--SEE ATTACHED	VAR	VAR	150,542.	131,918.			18,624.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			150,542.	131,918.			18,624.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.**

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
FIELDSTONE FOUNDATION, INC.	22-3111728

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [X] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
BOSTON PRIVATE 8382--SEE ATTACHED	VAR	VAR	228,798.	229,112.			-314.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			228,798.	229,112.			-314.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FIELDSTONE FOUNDATION, INC.	22-3111728

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
BOSTON PRIVATE 8382--SEE ATTACHED	VAR	VAR	150,819.	147,413.			3,406.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			150,819.	147,413.			3,406.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FIELDSTONE FOUNDATION, INC.	22-3111728

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [X] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
BOSTON PRIVATE 8382--SEE ATTACHED S	VAR	VAR	491,238.	460,035.			31,203.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			491,238.	460,035.			31,203.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

JSA
3X2616 2 000

THE FIELDSTONE FOUNDATION INC
FORM 8949 ATTACHMENT
FYE 12/31/13

Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss	
SHORT TERM GAIN (LOSS)--BASIS IS REPORTED TO IRS (BOX A CHECKED):							
Financial Select Sector SPDR	01/27/12	01/15/13	1,500.00	21,183.30	25,535.13	4,351.83	ST
Financial Select Sector SPDR	08/22/12	01/15/13	1,725.00	26,348.67	29,365.40	3,016.73	ST
Utilities Select Sector	06/22/12	01/18/13	246.00	8,926.26	8,728.53	(197.73)	ST
Utilities Select Sector	06/22/12	01/18/13	254.00	9,238.13	9,012.37	(225.76)	ST
CH Robinson	10/18/12	02/07/13	375.00	22,982.14	22,107.63	(874.51)	ST
Valero Energy Corp	03/09/12	02/15/13	700.00	19,917.03	32,821.91	12,904.88	ST
Duke Energy Corp	01/18/13	09/06/13	350.00	23,322.36	22,970.77	(351.59)	ST
TOTAL SHORT TERM GAIN (LOSS)--BASIS REPORTED TO IRS				***131,917.89***	***150,541.74***	***18,623.85***	
SHORT TERM GAIN (LOSS)-BASIS NOT REPORTED (BOX B CHECKED):							
Fidelity Natl 7.625% 7/15/17	3/22/2013	05/15/13	50,000.00	50,000.00	53,440.64	3,440.64	ST
Goldman Sachs Group 3.625% 02/0	12/20/12	06/05/13	75,000.00	78,859.37	79,065.00	205.63	ST
US Treas Note 1.125% 03/31/20	04/09/13	07/09/13	50,000.00	49,949.22	47,201.17	(2,748.05)	ST
Barrick Gold Corp 2.50% 05/01/18	04/30/13	12/03/13	50,000.00	50,303.43	49,091.00	(1,212.43)	ST
TOTAL SHORT TERM GAIN (LOSS)–BASIS NOT REPORTED (BOX B CHECKED)				***229,112.02***	***228,797.81***	***(314.21)***	
LONG TERM GAIN (LOSS)--BASIS REPORTED TO IRS (BOX D CHECKED):							
Allergen Inc	01/27/12	06/27/13	350.00	31,161.65	28,664.97	(2,496.68)	LT
Apple Inc	01/27/12	04/26/13	35.00	15,605.80	14,316.42	(1,289.38)	LT
CST Brands Inc (spin off from Valer	03/09/12	05/13/13	72.00	1,520.39	2,155.12	634.73	LT
CST Brands Inc (spin off from Valer	03/09/12	05/14/13	0.2222	4.69	7.14	2.45	LT
Vanguard FTSE All-World Ex-Us	01/24/12	12/10/13	438.00	18,404.98	21,724.36	3,319.38	LT
Vanguard FTSE All-World Ex-Us	01/24/12	12/10/13	362.00	15,207.53	17,954.83	2,747.30	LT
Vanguard FTSE All-World Ex-Us	01/27/12	12/10/13	200.00	8,540.00	9,919.79	1,379.79	LT
Vanguard MSCIEmerging Mkt ETF	02/02/12	05/17/13	800.00	34,949.93	35,080.83	130.90	LT
Yum! Brands Inc	01/27/12	02/15/13	350.00	22,018.50	20,995.54	(1,022.96)	LT
TOTAL LONG TERM GAIN (LOSS)-BASIS REPORTED (BOX D CHECKED):				***147,413.47***	***150,819.00***	***3,405.53***	
LONG TERM GAIN (LOSS)-BASIS NOT REPORTED TO IRS (BOX E CHECKED):							
Anheuser Busch 5.375% 1/15/20	10/13/09	03/18/13	50,000.00	49,672.50	60,081.74	10,409.24	LT
Apache Corp 6.0% 9/15/13	02/02/09	09/15/13	50,000.00	50,000.00	50,000.00	-	LT
Church & Dwight 3.350% 12/15/15	03/30/11	11/12/13	50,000.00	50,401.81	52,296.50	1,894.69	LT
CRH America 5.30% 10/15/13	03/19/12	10/15/13	50,000.00	50,000.00	50,000.00	-	LT
Devon Energy Corp New	11/15/09	05/31/13	500.00	34,409.95	28,624.40	(5,785.55)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	01/31/13	757.67	758.73	757.67	(1.06)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	02/28/13	267.67	268.03	267.67	(0.36)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	03/31/13	634.99	635.81	634.99	(0.82)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	04/30/13	739.52	740.43	739.52	(0.91)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	05/31/13	428.17	428.68	428.17	(0.51)	LT

THE FIELDSTONE FOUNDATION INC
FORM 8949 ATTACHMENT
FYE 12/31/13

Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss	
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	06/30/13	223.33	223.58	223.33	(0.25)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	07/31/13	802.16	803.03	802.16	(0.87)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	08/31/13	221.70	221.93	221.70	(0.23)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	09/30/13	296.73	297.03	296.73	(0.30)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	10/31/13	195.10	195.29	195.10	(0.19)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	11/30/13	228.98	229.19	228.98	(0.21)	LT
FHLMC Gd PL #E99895 5% 10/1/1	05/27/08	12/31/13	191.28	191.45	191.28	(0.17)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	01/31/13	37.44	37.47	37.44	(0.03)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	02/28/13	37.54	37.57	37.54	(0.03)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	03/31/13	7,236.65	7,242.22	7,236.65	(5.57)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	04/30/13	19.94	19.96	19.94	(0.02)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	05/31/13	19.99	20.00	19.99	(0.01)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	06/30/13	20.04	20.05	20.04	(0.01)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	07/21/13	20.09	20.10	20.09	(0.01)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	08/31/13	20.14	20.15	20.14	(0.01)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	09/30/13	20.19	20.20	20.19	(0.01)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	10/31/13	20.56	20.57	20.56	(0.01)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	11/30/13	20.61	20.62	20.61	(0.01)	LT
FNMA PL#901740 Var 2.257% 8/1/3	12/12/06	12/31/13	20.65	20.66	20.65	(0.01)	LT
Gilead Sciences 3.050% 12/01/16	12/14/11	10/25/13	75,000.00	75,660.58	79,276.50	3,615.92	LT
US Treas Note 2.375% 7/31/17	08/19/10	04/10/13	50,000.00	50,739.44	53,812.50	3,073.06	LT
US Treas Note 3.125% 05/15/21	05/17/11	02/14/13	10,000.00	10,004.35	11,119.14	1,114.79	LT
US Treas Note 3.125% 05/15/21	05/17/11	03/18/13	10,000.00	10,004.35	11,197.27	1,192.92	LT
Utilities Select Sector		01/18/13	850.00	15,937.50	30,159.53	14,222.03	LT
Ventas Realty LP 3.125% 11/30/15	04/25/12	11/14/13	50,000.00	50,711.82	52,189.00	1,477.18	LT
TOTAL LONG TERM GAIN (LOSS)-BASIS NOT REPORTED (BOX E CHECKEI				***460,035.05***	***491,237.72***	***31,202.67***	
TOTAL SHORT TERM GAIN (LOSS)				***361,029.91***	***379,339.55***	***18,309.64***	
TOTAL LONG TERM GAIN (LOSS)				***607,448.52***	***642,056.72***	***34,608.20***	
TOTAL GAINS (LOSS)				***968,478.43***	***1,021,396.27***	***52,917.84***	
						-	
						-	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					4,311.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-30,996.	
		BOSTON PRIVATE 8382--SEE ATTACHED STATEM PROPERTY TYPE: SECURITIES				P	VAR	VAR
150,542.		131,918.					18,624.	
		BOSTON PRIVATE 8382--SEE ATTACHED STATEM PROPERTY TYPE: SECURITIES				P	VAR	VAR
228,798.		229,112.					-314.	
		BOSTON PRIVATE 8382--SEE ATTACHED STATEM					VAR	VAR
491,238.		460,035.					31,203.	
		BOSTON PRIVATE 8382--SEE ATTACHED STATEM					VAR	VAR
150,819.		147,413.					3,406.	
TOTAL GAIN(LOSS)							26,234.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOSTON PRIVATE BANK #8382 INTEREST	49,562.	49,562.
NEW BOSTON ESTATE INVEST. FD IV INTEREST	2.	2.
NEW BOSTON INVESTOR FUND V INTEREST	40.	40.
NEW BOSTON INVESTOR FUND VI INTEREST	566.	566.
KETTLE HILL PARTNERS INTEREST	18.	18.
KETTLE HILL PARTNERS DIVIDEND	290.	290.
BOSTON PRIVATE BANK DIVIDEND	38,464.	38,464.
LESS: BOSTON PRIV. BANK- BOND AMORT.	-14,363.	-14,363.
PLUS: BOSTON PRIV.BANK-ACCRUED INT. REC'	2,004.	2,004.
JW CHILD EQUITY PARTNERS II LP-INTEREST	8.	8.
BOSTON PRIVATE #8382 OID INTEREST	10.	10.
TOTAL	76,601.	76,601.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY INCOME FROM K-1'S	-8,401.	-8,401.
RENTAL REAL ESTATE INCOME FROM K-1'S	-7,446.	-7,446.
OTHER INCOME FROM K-1'S	2,432.	2,432.
SECTION 1231 GAINS FROM K-1'S	444.	444.
LITIGATION SETTLEMENTS	55.	55.
TOTALS	-12,916.	-12,916.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST THRU K-1	314.	314.
TOTALS	314.	314.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	66.	66.
FEDERAL TAXES-2012 BALANCE DUE	1,345.	
FEDERAL TAXES-2013 ESTIMATE	4,500.	
TOTALS	5,911.	66.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	19,012.	19,012.
PORTFOLIO DEDUCTIONS FROM K-1S	323.	323.
INSURANCE PREMIUMS	157.	
FILING FEES	35.	
INVESTMENT EXPENSES	97.	97.
TOTALS	19,624.	19,432.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BOSTON PRIVATE BANK & TRUST	1,322,871.	1,212,207.	1,881,399.
TOTALS	1,322,871.	1,212,207.	1,881,399.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BOSTON PRIVATE BANK & TRUST	1,335,195.	1,317,767.	1,335,103.
TOTALS	1,335,195.	1,317,767.	1,335,103.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JW CHILDS EQUITY PRTNRS II, LP	91,704.	68,244.	68,244.
NEW BOSTON INVESTOR V	34,619.	28,953.	28,953.
WILMAR LTD	7,272.	7,272.	7,272.
NEW BOSTON REAL ESTATE IV	-2,825.	-2,822.	-2,822.
NEW BOSTON INVESTOR VI	-6,367.	-8,014.	-8,014.
ARSENAL CAPITAL PARTNERS	23,998.	5,288.	5,288.
KETTLE HILL PARTNERS	116,612.	126,030.	126,030.
TOTALS	265,013.	224,951.	224,951.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CASH VALUE OF LIFE INSURANCE	40,794.	37,160.	37,160.
ACCRUED INTEREST CARRYOVER	2,115.	3,981.	3,981.
SALES PROCEEDS RECEIVABLE	308.	212.	212.
INTEREST INCOME RECEIVABLE	91.	54.	54.
DIVIDEND INCOME RECEIVABLE	876.		
TOTALS	44,184.	41,407.	41,407.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
UNREALIZED GAINS/LOSSES FROM K-1'S		8,684.
	TOTAL	8,684.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	1,635.
TOTAL	1,635.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS R. SHEPHERD C/O AYCO COMPANY, LP - NATIONAL TAX P.O. BOX 15014 ALBANY, NY 12212-5014	TREAS/DIR AS NEEDED	55,000.	0	0
KATHARINE S. FURNEY C/O AYCO COMPANY, LP - NATIONAL TAX P.O. BOX 15014 ALBANY, NY 12212-5014	CLERK/DIR AS NEEDED	0	0	0
RUTH H. SHEPHERD C/O AYCO COMPANY, LP - NATIONAL TAX P.O. BOX 15014 ALBANY, NY 12212-5014	DIRECTOR AS NEEDED	0	0	0
ELIZABETH R. BENECHE C/O AYCO COMPANY, LP - NATIONAL TAX P.O. BOX 15014 ALBANY, NY 12212-5014	DIRECTOR AS NEEDED	0	0	0
T. NATHANAEL SHEPHERD C/O AYCO COMPANY, LP - NATIONAL TAX P.O. BOX 15014 ALBANY, NY 12212-5014	DIRECTOR AS NEEDED	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NANCY SHEPHERD C/O AYCO COMPANY, LP - NATIONAL TAX P.O. BOX 15014 ALBANY, NY 12212-5014	PRES/DIR AS NEEDED	0	0	0
	GRAND TOTALS	55,000.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE 501(C)(3)	GENERAL CHARITABLE PURPOSE	182,731.
		TOTAL CONTRIBUTIONS PAID	182,731.

The Fieldstone Foundation, Inc.
Charitable Contribution List
FYE: 12/31/13
EIN: 22-3111728

Date	Check Number	Description		Contribution
01/10/13	1100	Trinity Chapel, Shirley, MA 01464	$	1,625.00
01/10/13	1101	Trinity Chapel, Shirley, MA 01464	$	750.00
03/26/13	1105	Washington & Lee University, Lexington, VA 24450	$	100.00
03/26/13	1106	St. Stephen's Episcopal Church, Boston, MA 02118	$	250 00
04/01/13	1107	Trinity Chapel, Shirley, MA 01464	$	1,625 00
04/01/13	1108	Trinity Chapel, Shirley, MA 01464	$	750.00
04/19/13	1110	Middlebury College, Middlebury, VT 05753	$	1,000.00
06/07/13	1114	Addison Northeast Supervisory Union, Bristol, VT 05443	$	4,000.00
06/07/13	1115	African Food and Peace Foundation, Concord, MA 01742	$	3,000.00
06/07/13	1116	Audobon Vermont, Huntington, VT 05462	$	3,000.00
06/07/13	1117	East Quabbin Land Trust Inc, Hardwick, MA 01037	$	3,000.00
06/07/13	1118	JDRF, Wellesley, MA 02481	$	6,000.00
06/07/13	1119	Lincoln Cooperative Preschool, Lincoln, VT 05443	$	8,000.00
06/07/13	1120	Lowell Park & Conservation Trust, Lowell, MA 01852	$	4,000.00
06/07/13	1121	Nature Connection, Concord, MA 01742	$	8,000.00
06/07/13	1122	Trinity Chapel, Shirley, MA 01464	$	14,640.00
06/07/13	1123	UC-Cumberland College, Lebanon, TN 37087	$	4,000.00
06/07/13	1124	United Way of Mass Bay, Lowell, MA 01851	$	4,000.00
06/07/13	1125	Vermont Humanities Council, Montpelier, VT 05602	$	3,000.00
06/07/13	1126	Vermont Land Trust, Montpelier, VT 05602	$	4,000.00
06/07/13	1127	Episcopal Divinity School, Cambridge, MA 02138	$	250.00
06/07/13	1128	The Potomac School, McLean, VA 22101	$	500.00
06/07/13	1129	Bexley Hall Episcopal Seminary, Columbus, OH 43209	$	250.00
06/07/13	1130	The Madeira Fund, McLean, VA 22101	$	250 00
06/07/13	1131	The Lawrenceville Fund, Lawrenceville, NJ 08648	$	500.00
06/07/13	1132	Washington & Lee University, Lexington, VA 24450	$	2,500.00
06/07/13	1133	Episcopal Relief & Development, New York, NY 10017	$	500.00
07/09/13	1135	Trinity Chapel, Shirley, MA 01464	$	1,625.00
07/09/13	1136	Trinity Chapel, Shirley, MA 01464	$	750.00
07/19/13	1137	Pan Mass Challenge, Needham, MA 02494	$	500.00
09/04/13	1140	UVM Foundation, Burlington, VT 05401	$	2,042.92
09/25/13	1141	Nature Connection, Concord, MA 01742	$	1,000.00
10/01/13	1143	Trinity Chapel, Shirley, MA 01464	$	1,625.00
10/01/13	1144	Trinity Chapel, Shirley, MA 01464	$	750.00
11/25/13	1147	Trinity Chapel, Shirley, MA 01464	$	5,000.00
12/16/13	1149	Doctor Franklin Perkins School--Lancaster, MA 01523	$	5,000.00
12/16/13	1150	Boys & Girls Metro West, Marlborough, MA 01752	$	4,000.00
12/16/13	1151	Community Fund for America. Colchester, VT 05446	$	3,000.00
12/16/13	1152	The Virginia Thurston Healing Garden, Harvard, MA 01451	$	2,148.00
12/16/13	1154	Merrimack Valley Housing Partnership, Lowell, MA 01853	$	4,000.00
12/16/13	1155	New England Forestry Foundation, Littleton, MA 01460	$	3,000.00
12/16/13	1156	Roxbury Prsbyterian Church Social Impact, Roxbury, MA 02119	$	4,000.00
12/16/13	1157	Stow Conservation Trust, Stow, MA 01775	$	3,000.00
12/16/13	1158	Trust for Public Lands, San Francisco, CA 94104	$	6,000.00
12/16/13	1160	Vermont Land Trust, Montpelier, VT 05602	$	4,000.00
12/16/13	1161	Visiting Nurse Assoc of Chittenden & Grand Isle Counties, Colchester, VT 05446	$	3,000.00
12/16/13	1162	Ecclesia Ministries, Boston, MA 02205	$	5,000.00
12/16/13	1163	Episcopal Diocese of Mass, Boston, MA 02111	$	5,000.00
12/16/13	1164	LIFT, Washington, DC 20006	$	4,000.00
12/16/13	1165	Mass Audobon Society (Wachusett Meadows), Lincoln, MA 01773	$	3,000 00
12/16/13	1166	RESOURCE, Burlington, VT 05401	$	5,000 00
12/16/13	1168	University of VT and State Ag College, Burlington, VT 05405	$	3,000 00
12/18/13	1169	Stow Community Chest, Stow, MA 01775	$	200 00
12/18/13	1170	Episcopal City Mission, Boston, MA 02111	$	200 00
12/18/13	1171	Episcopal Relief & Development, New York, NY 10017	$	200 00
12/18/13	1172	Episcopal Diocese of Mass, Boston, MA 02111	$	200.00
12/18/13	1173	Epiphany School, New York, NY 10010	$	200.00

12/18/13	1174	Horizons for Homeless Children, Roxbury, MA 02119	$	200.00
12/18/13	1175	Northest Wilderness Trust, Montpelier, VT 05602	$	200.00
12/18/13	1176	Red Acre Foundation, Stow, MA 01775	$	200.00
12/18/13	1177	Society of St John the Evangelist (SSJE), Cambridge, MA 02138	$	200.00
12/18/13	1178	St. Stephen's Episcopal Church, Boston, MA 02118	$	200.00
12/18/13	1179	ODK Foundation, Lexington, VA 24450	$	200.00
12/18/13	1180	Kestrel Land Trust, Amherst, MA 01004	$	3,000.00
12/30/13	1183	Addison County Parent Child Center, Middlebury, VT 05753	$	1,500.00
12/30/13	1184	Elderly Services Inc, Middlebury, VT 05753	$	1,000.00
12/30/13	1185	United Way of Addison County, Middlebury, VT 05753	$	1,500.00
12/30/13	1186	Girls on the Run of Vermont, Brattleboro, VT 05301	$	500.00
12/30/13	1187	Cochran's Ski Club Inc, Richmond, VT 05477	$	500.00
12/30/13	1188	Clark University, Worcester, MA 01610	$	1,000.00
12/30/13	1189	Emerson Umbrella, Concord, MA 01742	$	1,000.00
12/30/13	1190	OARS Inc, Concord, MA 01742	$	1,000.00
12/30/13	1191	Trout Unlimited, Arlington, VA 22209	$	1,000.00
12/30/13	1192	Trinity Chapel, Shirley, MA 01464	$	600.00
12/30/13	1193	Shepherd Higher Ed Consortium Program, Lexington, VA 24450	$	3,000.00
12/30/13	1194	City Blossoms, Baltimore, MD 21211	$	3,000.00
12/30/13	1195	Vermont River Conservancy, Montpelier, VT 05602	$	2,000.00
12/30/13	1196	Pat Brody Shelter for Cats, Lunenberg, MA 01462	$	1,000.00
				182,730.92

All contributions were made to the general purpose fund of public charitable organizations that were classified under section 501 (C) (3) of the Internal Revenue Code.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PASS THRU ORDINARY	525990	-8,401.			
PASS THRU R/E INC.	525990	-7,446.	16		
PASS THRU SEC. 1231 GAIN	525990	444.	18		
PASS THRU OTHER INCOME	525990	2,487.	01		
TOTALS		-12,916.			