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2013B

OMB No. 1545-0052
2013
Open to Public Inspection

Form **990-PF**

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.

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning

, and ending

Name of foundation WALLACE MINOT LEONARD FOUNDATION		A Employer identification number 22-3158002
Number and street (or P.O. box number if mail is not delivered to street address) HEMENWAY & BARNES PO BOX 961209	Room/suite	B Telephone number (617) 227-7940
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02196-1209		C If exemption application is pending, 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		D 1. Foreign organizations, check here <input type="checkbox"/>
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		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,903,130.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	203,664.	203,664.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	232,167.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,380,666.			
	7 Capital gain net income (from Part IV, line 2)		165,699.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,469.	1,469.		STATEMENT 3
	12 Total. Add lines 1 through 11	437,300.	370,832.		
	13 Compensation of officers, directors, trustees, etc.	66,568.	63,240.		3,328.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	2,500.	2,500.		0.
	17 Interest				
	18 Taxes STMT 5	4,800.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	84.	14.		70.
	24 Total operating and administrative expenses. Add lines 13 through 23	73,952.	65,754.		3,398.
	25 Contributions, gifts, grants paid	452,000.			452,000.
	26 Total expenses and disbursements. Add lines 24 and 25	525,952.	65,754.		455,398.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-88,652.			
	b Net investment income (if negative, enter -0-)		305,078.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	326,298.	551,282.	551,282.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	354,125.	51,313.	51,211.
	b Investments - corporate stock STMT 8	3,287,934.	3,275,816.	7,922,322.
	c Investments - corporate bonds STMT 9	1,390,813.	1,392,107.	1,378,315.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	5,359,170.	5,270,518.	9,903,130.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,359,170.	5,270,518.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	5,359,170.	5,270,518.	
	31 Total liabilities and net assets/fund balances	5,359,170.	5,270,518.	

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	5,359,170.
2 Enter amount from Part I, line 27a	2	-88,652.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,270,518.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,270,518.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
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 1,380,666.		1,214,967.	165,699.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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			165,699.	
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		2 165,699.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	335,172.	8,453,345.	.039650
2011	307,571.	8,305,316.	.037033
2010	246,651.	7,659,002.	.032204
2009	252,788.	6,426,426.	.039336
2008	214,834.	1,642,014.	.130836
2 Total of line 1, column (d)			2 .279059
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 .055812
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,187,063.
5 Multiply line 4 by line 3			5 512,748.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,051.
7 Add lines 5 and 6			7 515,799.
8 Enter qualifying distributions from Part XII, line 4			8 455,398.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,102.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,102.
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	6,102.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,800.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,698.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 3,698. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of HEMENWAY & BARNES LLP Telephone no. (617) 227-7940			
	Located at 60 STATE STREET, BOSTON, MA ZIP+4 02109			
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	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes	<input 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 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A
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?	<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.)	3b	N/A
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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL J PUZO	TRUSTEE			
HEMENWAY & BARNES LLP, 60 STATE ST BOSTON, MA 02109	2.50	33,284.	0.	0.
STEPHEN W. KIDDER	TRUSTEE			
HEMENWAY & BARNES LLP, 60 STATE ST BOSTON, MA 02109	2.50	33,284.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,815,256.
b	Average of monthly cash balances	1b	511,712.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,326,968.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,326,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	139,905.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,187,063.
6	Minimum investment return. Enter 5% of line 5	6	459,353.

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	459,353.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,102.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,102.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	453,251.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	453,251.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	453,251.

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	455,398.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	455,398.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	455,398.

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				453,251.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			323,707.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 455,398.				
a Applied to 2012, but not more than line 2a			323,707.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				131,691.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				321,560.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1** 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(i)(3) or ☐ 4942(j)(5)

- 2** 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.

- 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(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

- ### 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

Check here ☒ 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.

• 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				
SEE STATEMENT ATTACHED	N/A	PUBLIC CHARITY	GENERAL SUPPORT	452,000.
Total			▶ 3a	452,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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? | | Yes | No |
| 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. | | | |

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

TRUSTEE

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

**Paid
Preparer
Use Only**

HANH H VO

Firm's name ► **HEMENWAY & BARNES LLP**

Firm's address ► 60 STATE STREET
BOSTON, MA 02109-1899

7-28-14

Firm's EIN ► 04-1433295

Phone no. (617) 227-7940

Form 990-PF (2013)

WALLACE MINOT LEONARD FOUNDATION

CONTINUATION FOR 990-PF, PART IV

22-3158002

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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 50000 CLOROX CO 5% DUE 03/01/13	P	09/03/08	03/04/13
b 1000 SHS HOME DEPOT	P	03/02/11	03/25/13
c 1000 SHS NATIONAL GRID PLC	P	08/31/11	03/25/13
d 500 SHS PORTLAND GENL	P	06/13/07	03/25/13
e 500 SHS PORTLAND GENL	P	09/05/07	03/25/13
f 1000 SHS PORTLAND GENL	P	12/13/06	03/25/13
g 100 SHS STATE STREET	P	01/03/03	03/25/13
h 200 SHS STATE STREET	P	10/03/01	03/25/13
i 200 SHS STATE STREET	P	06/02/10	03/25/13
j 150000 SHS KRAFT FOODS 2.625%	P	08/31/11	05/08/13
k 250 SHS DEVON ENERGY	P	08/31/11	05/29/13
l 250 SHS DEVON ENERGY	P	09/01/10	05/29/13
m 500 SHS DEVON ENERGY	P	03/03/10	05/29/13
n 500 SHS DEVON ENERGY	P	12/02/09	05/29/13
o 500 SHS DEVON ENERGY	P	09/02/09	05/29/13

(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 50,000.		49,950.	50.
b 70,090.		36,750.	33,340.
c 57,625.		50,760.	6,865.
d 14,894.		13,800.	1,094.
e 14,894.		13,305.	1,589.
f 29,788.		27,346.	2,442.
g 5,993.		5,280.	713.
h 11,987.		9,334.	2,653.
i 11,987.		7,610.	4,377.
j 150,000.		154,779.	-4,779.
k 14,565.		16,860.	-2,295.
l 14,565.		15,496.	-931.
m 29,131.		35,463.	-6,332.
n 29,131.		33,890.	-4,759.
o 29,131.		31,610.	-2,479.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			50.
b			33,340.
c			6,865.
d			1,094.
e			1,589.
f			2,442.
g			713.
h			2,653.
i			4,377.
j			-4,779.
k			-2,295.
l			-931.
m			-6,332.
n			-4,759.
o			-2,479.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

WALLACE MINOT LEONARD FOUNDATION

CONTINUATION FOR 990-PF, PART IV

22-3158002

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3

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	100 SHS ENCANA	P	12/31/03	05/29/13
b	200 SHS ENCANA	P	09/24/03	05/29/13
c	400 SHS ENCANA	P	05/05/03	05/29/13
d	500 SHS ENCANA	P	09/01/10	05/29/13
e	600 SHS ENCANA	P	06/18/03	05/29/13
f	1000 SHS ENCANA	P	03/03/10	05/29/13
g	2000 SHS ENCANA	P	08/31/11	05/29/13
h	3200 SHS ENCANA	P	03/08/07	05/22/13
i	200 SHS JOHNSON & JOHNSON	P	03/08/07	05/29/13
j	200 SHS LIFE TECH	P	03/12/08	05/29/13
k	600 SHS LIFE TECH	P	03/02/11	05/29/13
l	1000 SHS LIFE TECH	P	03/12/08	05/29/13
m	1500 SHS PORTLAND GENL	P	09/05/07	05/29/13
n	50000 US TREASURY NOTES 4.250%	P	09/05/07	08/15/13
o	150000 US TREASURY NOTES 4.250%	P	09/05/07	08/15/03

(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 1,921.		1,027.	894.
b 3,843.		1,913.	1,930.
c 7,686.		3,523.	4,163.
d 9,607.		14,135.	-4,528.
e 11,529.		5,801.	5,728.
f 19,214.		34,420.	-15,206.
g 38,428.		50,600.	-12,172.
h 61,485.		78,255.	-16,770.
i 17,078.		12,390.	4,688.
j 14,816.		8,010.	6,806.
k 44,447.		31,602.	12,845.
l 74,079.		40,050.	34,029.
m 45,561.		39,915.	5,646.
n 50,000.		50,156.	-156.
o 150,000.		150,469.	-469.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			894.
b			1,930.
c			4,163.
d			-4,528.
e			5,728.
f			-15,206.
g			-12,172.
h			-16,770.
i			4,688.
j			6,806.
k			12,845.
l			34,029.
m			5,646.
n			-156.
o			-469.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

WALLACE MINOT LEONARD FOUNDATION

CONTINUATION FOR 990-PF, PART IV

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3

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	50000 SHS US TREASURY NOTES 3.125%	P	09/03/08	09/03/13
b	62 SHS MALLINCRODT PLC	P	09/02/09	09/25/13
c	62 SHS MALLINCRODT PLC	P	12/02/09	09/25/13
d	125 SHS MALLINCRODT PLC	P	06/03/09	09/25/13
e	125 SHS MALLINCRODT PLC	P	09/01/10	09/25/13
f	50000 SHS US TREASURY NOTES 2.75%	P	09/02/09	10/31/13
g	600 SHS PERRIGO CO	P	12/02/09	12/19/13
h	400 SHS PERRIGO CO	P	06/02/10	12/19/13
i	500 SHS DEVON ENERGY	P	09/02/09	05/29/13
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,000.		50,453.	-453.
b 2,642.		1,750.	892.
c 2,642.		2,138.	504.
d 5,285.		3,255.	2,030.
e 5,286.		3,274.	2,012.
f 50,000.		51,734.	-1,734.
g 91,323.		24,031.	67,292.
h 60,882.		22,938.	37,944.
i 29,131.		30,895.	-1,764.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-453.
b			892.
c			504.
d			2,030.
e			2,012.
f			-1,734.
g			67,292.
h			37,944.
i			-1,764.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	165,699.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

WALLACE MINOT LEONARD FDN

POSITIONS

As of 12/31/2013

Security Description	Shares/Par	Book Value	Market Value
3M COMPANY	2,500,000	126,531.43	350,625.00
APPLE INC	200,000	88,652.00	112,204.00
APTARGROUP INC	4,400,000	96,907.03	298,364.00
AUTOMATIC DATA PROCESSING INC	3,000,000	155,247.60	242,397.00
CANADIAN NATIONAL RAILWAY CO US\$	5,600,000	42,413.38	319,312.00
CENOVUS ENERGY INC	4,500,000	41,323.57	128,925.00
CHEVRON CORP	1,900,000	215,155.55	237,329.00
CORNING INC COM	5,000,000	65,150.00	89,100.00
COVIDIEN PLC	3,000,000	104,919.94	204,300.00
CVS CAREMARK CORP	4,500,000	151,344.75	322,065.00
DEERE & CO	2,200,000	105,102.95	200,926.00
EMC CORPORATION	10,000,000	92,297.03	251,500.00
EMERSON ELECTRIC CO	5,600,000	78,612.16	393,008.00
EXXON MOBIL CORP	4,000,000	68,603.81	404,800.00
FISERV INC	3,000,000	130,616.25	177,150.00
GE 2.15% 01/15	250,000,000	256,092.50	254,577.50
GLAXOSMITHKLINE PLC ADR	1,000,000	52,526.50	53,390.00
HELMERICH & PAYNE	1,500,000	57,134.62	126,120.00
HEWLETT PACKARD CO 1.55% 05/30/2014	150,000,000	150,800.00	150,547.50
HEWLETT PACKARD COMPANY 2.625% 12/09/2014	200,000,000	208,066.00	203,322.00
HOME DEPOT INC	3,500,000	113,254.11	288,190.00
INTEL CORP	14,000,000	123,116.36	363,370.00
JOHN DEERE CAPITAL CORP 1.850% 09/15/2016	50,000,000	51,710.00	51,190.50
JOHNSON & JOHNSON	4,500,000	77,007.61	412,155.00
JUNIPER NETWORKS INC 3.1% 03/15/2016	150,000,000	155,883.50	154,465.50
KRAFT FOODS INC 4.125% 02/09/2016	50,000,000	52,325.00	53,008.00
MASTERCARD INC CL A	400,000	86,890.40	334,184.00
MERCK & CO INC	3,300,000	81,690.49	165,165.00
MICROSOFT CORP 2.95% 06/01/14	150,000,000	154,552.50	151,573.50

Account : 95-355260:WALLACE MINOT LEONARD FDN		
From 01/01/201 to 12/31/2013		
Trade Date	Transaction Detail	Amount
12/17/2013	CHARITABLE GIFTS - CASH Paid To Wellspring, Inc.	(25,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To United Negro College Fund	(2,500.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Trinity Boston Foundation	(25,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To The Fund for Boston Neighborhoods, Inc. Mayor Menino's Holiday Toy Drive	(5,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Teach for America	(15,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To South Shore Hospital	(10,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To South Shore Conservatory of Music, Inc.	(25,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Schepens Eye Research	(5,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To St. Francis House	(25,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To St. Boniface Haiti Foundation	(5,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Perkins School for the Blind	(5,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To McLean Hospital	(15,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Italian Home for Children	(500.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Isabella Stewart Gardner Museum	(50,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Greater Boston Guild for the Blind Sight Care Community Educational Program	(5,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Fenway High School	(1,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Crossroads for Kids	(3,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Bridge Over Troubled Waters, Inc.	(5,000.00)
12/17/2013	CHARITABLE GIFTS - CASH Paid To Boston Lyric Opera	(25,000.00)
12/05/2013	CHARITABLE GIFTS - CASH Paid To SOUTH SHORE CONSERVATORY OF MUSIC, INC. 2013 CHARITABLE GIFT RE: "#GIVINGTUESDAY"	(10,000.00)
07/12/2013	CHARITABLE GIFTS - CASH Paid To BOSTON LYRIC OPERA 4TH & FINAL INSTALLMENT OF \$100,000 COMMITMENT	(25,000.00)
08/10/2013	CHARITABLE GIFTS - CASH Paid To ISABELLA STEWART GARDNER MUSEUM 2ND INSTALLMENT OF A \$100,000 PLEDGE, WITH THE BALANCE TO BE PAID IN \$25,000 INSTALLMENTS IN JUNE OF 2014 & 2015	(25,000.00)
06/10/2013	CHARITABLE GIFTS - CASH Paid To BOSTON LYRIC OPERA 3RD INSTALLMENT OF A \$100,000 COMMITMENT FOR EDUCATION & COMMUNITY PROGRAMS, BALANCE TO BE PAID AFTER JUNE 30, 2013	(25,000.00)
05/03/2013	CHARITABLE GIFTS - CASH Paid To CHILDREN'S HOSPITAL BOSTON 2013 GIFT- 1ST INSTALLMENT OF \$50,000 GIFT BALANCE TO BE PAID IN 2014 TO BE CREDITED TO DIVISION OF DEVELOPEMENTAL MEDICINE	(25,000.00)
05/03/2013	CHARITABLE GIFTS - CASH Paid To BOSTON COLLEGE LAW SCHOOL 2013 GIFT- 1ST INSTALLMENT OF \$150,000 GIFT BALANCE TO BE PAID \$50,000/YEAR 2014 & 2015	(50,000.00)
05/03/2013	CHARITABLE GIFTS - CASH Paid To ONE FUND BOSTON, INC. 2013 CHARITABLE GIFT	(25,000.00)
06/14/2013	Cash Distribution To Paid To HANDEL AND HAYDN SOCIETY CHARITABLE GIFT - FIRST INSTALLMENT OF \$30,000 GRANT	(15,000.00)
	Total	(452,000.00)

MONSANTO CO NEW COM	1,500.0000	116,185.44	174,825.00
NESTLE NAM SPON ADR	3,950.0000	115,783.57	290,024.80
NOVARTIS AG NAMEN SPON ADR	3,300.0000	168,083.73	265,254.00
NOVO NORDISK A/S CL B ADR	1,450.0000	11,578.75	267,902.00
ORACLE CORP	3,000.0000	61,279.75	114,780.00
PEPSICO INC	4,500.0000	79,721.54	373,230.00
PERRIGO CO LTD	1,000.0000	152,205.00	153,460.00
PORTLAND GENERAL ELECTRIC CO	2,000.0000	50,056.11	60,400.00
PROCTER & GAMBLE CO	3,000.0000	169,750.32	244,230.00
PROCTER & GAMBLE CO NT DTD 02/06/09 3.50% 02/15/2015	100,000.0000	103,625.00	103,309.00
SARA LEE CORP 2.750% 09/15/2015 Callable	100,000.0000	102,070.00	102,832.00
SCHLUMBERGER LTD	1,250.0000	93,726.37	112,637.50
SSGA US TREASURY MM FUND	551,282.4300	551,282.43	551,282.43
SYMANTEC CORP DTD 09/16/10 2.75% 09/15/2015	50,000.0000	51,650.00	51,365.00
THERMO FISHER SCIENTIFIC DTD 05/20/2010 3.250% 11/20/	100,000.0000	105,332.00	102,124.00
UNION PACIFIC CORP	1,650.0000	24,893.51	277,200.00
UNITED TECHNOLOGIES CORP	1,000.0000	78,054.75	113,800.00
US DOLLAR CURRENCY	(344,105.3900)	(344,105.39)	(344,105.39)
US DOLLAR CURRENCY - INCOME	344,105.3900	344,105.39	344,105.39
US TREASURY NOTE 1.875% 06/30/2015	50,000.0000	51,312.50	51,211.00
TOTAL		5,270,517.81	9,903,130.23

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 CLOROX CO 5% DUE 03/01/13	PURCHASED	09/03/08	03/04/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	49,950.	0.	0.	50.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS HOME DEPOT	PURCHASED	03/02/11	03/25/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,090.	32,358.	0.	0.	37,732.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS NATIONAL GRID PLC	PURCHASED	08/31/11	03/25/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,625.	50,760.	0.	0.	6,865.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
500 SHS PORTLAND GENL	14,894.	12,514.	0.	PURCHASED 0.	06/13/07	03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
500 SHS PORTLAND GENL	14,894.	12,514.	0.	PURCHASED 0.	09/05/07	03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
1000 SHS PORTLAND GENL	29,788.	25,028.	0.	PURCHASED 0.	12/13/06	03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
100 SHS STATE STREET	5,993.	4,506.	0.	PURCHASED 0.	01/03/03	03/25/13

WALLACE MINOT LEONARD FOUNDATION

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
200 SHS STATE STREET	11,987.	9,012.	0.	0.		03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
200 SHS STATE STREET	11,987.	9,012.	0.	0.		03/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
150000 SHS KRAFT FOODS 2.625%	150,000.	154,772.	0.	0.		05/08/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
250 SHS DEVON ENERGY	14,565.	16,421.	0.	0.		05/29/13

STATEMENT(S) 1

R R R R R

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250 SHS DEVON ENERGY	14,565.	16,421.	0.	0.	-1,856.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS DEVON ENERGY	29,131.	32,843.	0.	0.	-3,712.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS DEVON ENERGY	29,131.	32,843.	0.	0.	-3,712.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS DEVON ENERGY	29,131.	32,843.	0.	0.	-3,712.

WALLACE MINOT LEONARD FOUNDATION

22-3158002

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
100 SHS ENCANA	1,921.	1,788.	0.	PURCHASED	12/31/03	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
200 SHS ENCANA	3,843.	3,576.	0.	PURCHASED	09/24/03	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
400 SHS ENCANA	7,686.	7,152.	0.	PURCHASED	05/05/03	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
500 SHS ENCANA	9,607.	8,940.	0.	PURCHASED	09/01/10	05/29/13

STATEMENT(S) 1

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
600 SHS ENCANA	11,529.	10,728.	0.	PURCHASED	06/18/03	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
1000 SHS ENCANA	19,214.	17,880.	0.	PURCHASED	03/03/10	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
2000 SHS ENCANA	38,428.	35,760.	0.	PURCHASED	08/31/11	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
3200 SHS ENCANA	61,485.	57,210.	0.	PURCHASED	03/08/07	05/22/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
200 SHS JOHNSON & JOHNSON	17,078.	3,423.	0.	PURCHASED 0.	03/08/07	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
200 SHS LIFE TECH	14,816.	8,853.	0.	PURCHASED 0.	03/12/08	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
600 SHS LIFE TECH	44,447.	26,553.	0.	PURCHASED 0.	03/02/11	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
1000 SHS LIFE TECH	74,079.	44,256.	0.	PURCHASED 0.	03/12/08	05/29/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1500 SHS PORTLAND GENL	45,561.	37,542.	0.	0.	8,019.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50000 US TREASURY NOTES 4.250%	50,000.	50,156.	0.	0.	-156.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150000 US TREASURY NOTES 4.250%	150,000.	150,469.	0.	0.	-469.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50000 SHS US TREASURY NOTES 3.125%	50,000.	50,453.	0.	0.	-453.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
62 SHS MALLINCRODT PLC	2,642.	1,750.	0.	PURCHASED	09/02/09	09/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
62 SHS MALLINCRODT PLC	2,642.	2,138.	0.	PURCHASED	12/02/09	09/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
125 SHS MALLINCRODT PLC	5,285.	3,255.	0.	PURCHASED	06/03/09	09/25/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
125 SHS MALLINCRODT PLC	5,286.	3,274.	0.	PURCHASED	09/01/10	09/25/13

WALLACE MINOT LEONARD FOUNDATION

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50000 SHS US TREASURY NOTES 2.75%	50,000.	51,734.	0.	0.	-1,734.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SHS PERRIGO CO	91,323.	24,031.	0.	0.	67,292.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SHS PERRIGO CO	60,882.	22,938.	0.	0.	37,944.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS DEVON ENERGY	29,131.	32,843.	0.	0.	-3,712.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

232,167.

STATEMENT(S) 1

R R R R R

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	155,050.	0.	155,050.	155,050.	
INTEREST	48,614.	0.	48,614.	48,614.	
TO PART I, LINE 4	203,664.	0.	203,664.	203,664.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2012 OVERPAYMENT FEDERAL EXCISE TAX APPLIED TO 2013	1,469.	1,469.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,469.	1,469.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEMENWAY & BARNES - TAX PREPARATION FEE	2,500.	2,500.		0.
TO FORM 990-PF, PG 1, LN 16C	2,500.	2,500.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FED EXCISE TAX 2012 OVERPAYMENT APPLIED TO 2013	1,469.	0.		0.
FED EXCISE TAX 2013 ESTIMATED	3,331.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,800.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMM OF MA - PC ANNUAL REPORT FILING FEE	70.	0.		70.
MISC EXPENSE	14.	14.		0.
TO FORM 990-PF, PG 1, LN 23	84.	14.		70.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		51,313.	51,211.
TOTAL U.S. GOVERNMENT OBLIGATIONS			51,313.	51,211.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			51,313.	51,211.

STATEMENT(S) 5, 6, 7

222 222

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	3,275,816.	7,922,322.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,275,816.	7,922,322.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,392,107.	1,378,315.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,392,107.	1,378,315.
