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 , and ending

Name of foundation
IMAGO DEI FUND
C/O CASTLE ROCK ADVISORS

A Employer identification number
26-1578446

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
200 CLARENDON STREET, 35TH FLOOR

B Telephone number
(617)227-0050

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02116

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 34,602,714.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	Line	(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	4,910,649.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	117,818.	116,973.		STATEMENT 2
	4 Dividends and interest from securities	307,761.	307,761.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,372,625.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,946,091.				
	7 Capital gain net income (from Part IV, line 2)		1,626,288.		
	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)				
	11 Other income	255,270.	-78,988.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	6,964,123.	1,972,034.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	135,000.	0.		135,000.
	15 Pension plans, employee benefits	17,697.	0.		0.
	16a Legal fees				
	b Accounting fees STMT 5	6,405.	3,203.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	83,178.	13,194.		11,623.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	21,693.	0.		21,693.
	22 Printing and publications				
	23 Other expenses STMT 7	48,180.	5,682.		25,823.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	312,153.	22,079.		194,139.
	25 Contributions, gifts, grants paid	1,990,746.			1,990,746.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,302,899.	22,079.		2,184,885.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,661,224.			
	b **Net investment income** (if negative, enter -0-)		1,949,955.		
	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	2,381,068.	1,449,693.	1,449,693.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	8,505,035.	10,158,350.	19,200,096.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	9,658,991.	11,517,596.	13,950,196.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	150.	2,729.	2,729.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,545,244.	23,128,368.	34,602,714.
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 ▶ STATEMENT 13)	39,049.	24,960.	
	23	**Total liabilities** (add lines 17 through 22)	39,049.	24,960.	
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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	20,506,195.	23,103,408.	
	30	**Total net assets or fund balances**	20,506,195.	23,103,408.	
	31	**Total liabilities and net assets/fund balances**	20,545,244.	23,128,368.	

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	20,506,195.
2	Enter amount from Part I, line 27a	2	4,661,224.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,167,419.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,064,011.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,103,408.

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 STATEMENT			
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	2,946,091.		2,052,871.	1,626,288.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,626,288.

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** 1,626,288.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,417,054.	17,764,092.	.079771
2011	961,932.	13,640,165.	.070522
2010	690,659.	8,293,602.	.083276
2009	295,779.	5,720,817.	.051702
2008	92,872.	3,705,061.	.025066

2	**Total** of line 1, column (d)	2	.310337
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	.062067
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	29,903,353.
5	Multiply line 4 by line 3	5	1,856,011.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,500.
7	Add lines 5 and 6	7	1,875,511.
8	Enter qualifying distributions from Part XII, line 4	8	2,184,885.

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	19,500.
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	19,500.
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	19,500.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	50,836.		
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	50,836.
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	31,336.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	31,336.	**Refunded** ▶	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?	1a		X
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.*	1b		X
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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	X	
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)*

		Line	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?	13	X	

Website address ▶ WWW.IMAGODEIFUND.ORG

14 The books are in care of ▶ ROSS M. & EMILY N. JONES Telephone no. ▶ (617)227-0050
Located at ▶ 200 CLARENDON STREET, 35TH FLOOR, BOSTON, MA ZIP+4 ▶ 02116

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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.

			Line	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)?	N/A	1b		
	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.)	N/A	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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 | 5b |

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? | 6b | | X

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

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

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

(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
ROSS M. JONES 89 GREEN ST NEEDHAM, MA 02492	TRUSTEE 3.00	0.	0.	0.
EMILY N. JONES 89 GREEN ST NEEDHAM, MA 02492	TRUSTEE 20.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBRA J. VETH 124 SOUTH STREET, HINGHAM, MA 02043	EXECUTIVE DIRECTOR 40.00	135,000.	17,697.	0.

Total number of other employees paid over $50,000 ▶ 0

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 SEE FOOTNOTES	24,823.
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 SEE STATEMENT 14	0.
2 SEE STATEMENT 15	0.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,672,912.
b	Average of monthly cash balances	1b	1,685,822.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	30,358,734.
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	30,358,734.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	455,381.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,903,353.
6	**Minimum investment return.** Enter 5% of line 5	6	1,495,168.

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	1,495,168.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 19,500.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b: 2,880.		
c	Add lines 2a and 2b	2c	22,380.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,472,788.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,472,788.
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	1,472,788.

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	2,184,885.
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	2,184,885.
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	19,500.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,165,385.

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				1,472,788.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010 243,434.				
d From 2011 317,480.				
e From 2012 557,466.				
f **Total** of lines 3a through e	1,118,380.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,184,885.				
a Applied to 2012, but not more than line 2a			0.	
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				1,472,788.
e Remaining amount distributed out of corpus	712,097.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,830,477.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,830,477.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 243,434.				
c Excess from 2011 317,480.				
d Excess from 2012 557,466.				
e Excess from 2013 712,097.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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).)

ROSS M. JONES

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 ▶ [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				
AFRICAN ROAD 19363 WILLAMEUE DRIVE #324 WEST LINN, OR 97068	N/A	501(C)(3)	GENERAL USE	21,500.
ANGLICAN DIOCESE 6 ALLENS COURT AMESBURY, MA 01913	N/A	501(C)(3)	GENERAL USE	20,000.
AUBURN THEOLOGICAL SEMINARY 475 RIVERSIDE DRIVE, SUITE 1800 NEW YORK, NY 10115	N/A	501(C)(3)	GENERAL USE	15,000.
AWARE PO BOX 242 BEDFORD, MA 01730	N/A	501(C)(3)	GENERAL USE	4,100.
BEAUTIFUL DAY P.O. BOX 1502 TORRANCE, CA 90505	N/A	501(C)(3)	GENERAL USE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,990,746.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	116,973.	845.
4 Dividends and interest from securities			14	307,761.	
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	523000	23,630.	14	223,842.	
8 Gain or (loss) from sales of assets other than inventory			18	1,372,625.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		23,630.		2,021,201.	845.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,045,676.

(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).
3	FEDERALLY TAX EXEMPT INTEREST (IRC SECTION 103)

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 11/17/14 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DOUGLAS THEOBALD		11/14/14		P00368792
Firm's name ▶ MORIARTY & PRIMACK, P.C.			Firm's EIN ▶ 04-3191789	
Firm's address ▶ ONE MONARCH PLACE, STE 900 SPRINGFIELD, MA 01144-4011			Phone no. (413) 739-1800	

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	GOLDMAN SACHS #49730 - S/T COVERED	P	01/01/13	07/01/13
b	GOLDMAN SACHS #49730 - L/T COVERED	P	01/01/12	07/01/13
c	GOLDMAN SACHS #49730 - L/T NONCOVERED	P	01/01/12	07/01/13
d	GOLDMAN SACHS #59650 - L/T NONCOVERED	P	01/01/12	07/01/13
e	GOLDMAN SACHS #74068 - L/T NONCOVERED	P	01/01/12	07/01/13
f	STOCKBRIDGE COINVESTORS LLC - SHORT TERM		01/01/13	12/31/13
g	STOCKBRIDGE COINVESTORS LLC - LONG TERM		01/01/13	12/31/13
h	CRA FUND II LLC - SHORT TERM		01/01/13	12/31/13
i	CRA FUND II LLC - LONG TERM		01/01/12	12/31/13
j	OBERON I, LP - SHORT TERM		01/01/13	12/31/13
k	OBERON I, LP - LONG TERM		01/01/12	12/31/13
l	CAPITAL GAINS DIVIDENDS			
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	23.			23.
b	11,461.		5,851.	5,610.
c	773,987.		175,729.	598,258.
d	909,017.		619,846.	289,171.
e	1,250,802.		1,251,445.	-643.
f				35,120.
g				148,744.
h				44,091.
i				448,687.
j				15,082.
k				41,344.
l	801.			801.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				23.
b				5,610.
c				598,258.
d				289,171.
e				-643.
f				35,120.
g				148,744.
h				44,091.
i				448,687.
j				15,082.
k				41,344.
l				801.
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	1,626,288.
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

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BETHANY HOUSE OF PRAYER 181 APPLETON STREET ARLINGTION, MA 02476	N/A	501(C)(3)	GENERAL USE	2,970.
BETHEL INSTITUTE FOR SOCIAL JUSTICE 40 WALK HILL STREET JAMAICA PLAINS, MA 02130	N/A	501(C)(3)	GENERAL USE	50,000.
BEYOND BORDERS 5016 CONNECTICUT AVENUE NW WASHINGTON, DC 20008	N/A	501(C)(3)	GENERAL USE	12,500.
BOSTON BANGLA CHURCH 459 PUTNAM AVE CAMBRIDGE, MA 02139	N/A	501(C)(3)	GENERAL USE	1,500.
BOSTON CHILDREN'S CHORUS 112 SHAWMUT AVENUE BOSTON, MA 02118	N/A	501(C)(3)	GENERAL USE	5,000.
BOSTON HEALTHCARE FOR THE HOMELESS 780 ALBANY STREET BOSTON, MA 02118	N/A	501(C)(3)	GENERAL USE	10,000.
BOSTON MISSIONARY BAPTIST CHURCH 336 DUDLEY STREET ROXBURY, MA 02119	N/A	501(C)(3)	GENERAL USE	8,000.
BOSTON TRINITY ACADEMY 17 HALE STREET BOSTON, MA 02136	N/A	501(C)(3)	GENERAL USE	50,000.
BOSTON WOMEN'S FUND 14 BEACON STREET BOSTON, MA 02108	N/A	501(C)(3)	GENERAL USE	15,000.
BUILD 6 BEACON STREET BOSTON, MA 02108	N/A	501(C)(3)	GENERAL USE	15,000.
Total from continuation sheets				1,920,146.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CARE OF CREATION PO BOX 44582 MADISON, WI 53744	N/A	501(C)(3)	GENERAL USE	10,000.
CASSERLY HOUSE 42 STELLMAN RD ROSLINDALE, MA 02131	N/A	501(C)(3)	GENERAL USE	4,000.
CENTER FOR FAITH AND HUMAN RIGHTS 754 WARRENTON ROAD FREDERICKSBURG, VA 22406	N/A	501(C)(3)	GENERAL USE	10,000.
CHAB DAI PO BOX 6116 FOLSOM, CA 95763	N/A	501(C)(3)	GENERAL USE	52,850.
CHRISTIANS FOR BIBLICAL EQUALITY 122 WEST FRANKLIN AVE, SUITE 218 MINNEAPOLIS, MN 55404	N/A	501(C)(3)	GENERAL USE	92,550.
COALITION AGAINST TRAFFICKING IN WOMEN PO BOX 7427 NEW YORK, NY 10116	N/A	501(C)(3)	GENERAL USE	32,500.
DELIVERANCE TEMPLE WORSHIP CENTER 232-236A COLUMBIA ROAD DORCHESTER, MA 02124	N/A	501(C)(3)	GENERAL USE	11,000.
DOMINICAN SISTERS OF THE PRESENTATION 3012 ELM STREET DIGHTON, MA 02715	N/A	501(C)(3)	GENERAL USE	15,000.
EDIFY 10590 W. OCEAN AIR DRIVE SAN DIEGO, CA 92130	N/A	501(C)(3)	GENERAL USE	30,000.
EDUCATE! P.O. BOX 12302 DENVER, CO 80212	N/A	501(C)(3)	GENERAL USE	5,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ELIOT CHRUCH OF ROXBURY 56 DALE STREET ROXBURY, MA 02119	N/A	501(C)(3)	GENERAL USE	2,000.
EMMANUEL GOSPEL CENTER 2 SAN JUAN STREET BOSTON, MA 02118	N/A	501(C)(3)	GENERAL USE	37,500.
EQUITAS GROUP 2095 LAKESIDE CENTRE WAY KNOXVILLE, TN 37922	N/A	501(C)(3)	GENERAL USE	45,000.
EVA CENTER 989 COMMONWEALTH AVENUE BOSTON, MA 02215	N/A	501(C)(3)	GENERAL USE	10,000.
FILMMAKERS COLLABORATIVE 397 MOODY STREET #2 WALTHAM, MA 02453	N/A	501(C)(3)	GENERAL USE	5,000.
FIRST CONGREGATIONAL CHURCH OF ESSEX PO BOX 93 ESSEX, MA 01929	N/A	501(C)(3)	GENERAL USE	48,500.
GLOBAL GRASSROOTS 45 LYME ROAD HANOVER, NH 03755	N/A	501(C)(3)	GENERAL USE	20,000.
GLOBAL HEALTH CORPS 5 PENN PLAZA NEW YORK, NY 10001	N/A	501(C)(3)	GENERAL USE	5,000.
GORDON COLLEGE 255 GRAPEVINE ROAD WENHAM, MA 01984	N/A	501(C)(3)	GENERAL USE	99,000.
GRASSROOT SOCCER PO BOX 712 NORWICH, VT 05055	N/A	501(C)(3)	GENERAL USE	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HAGAR USA C/O TOWN BANK, PO BOX 180620 DELAFIELD, WI 53018	N/A	501(C)(3)	GENERAL USE	30,000.
HAGAR'S SISTERS PO BOX 2260 ACTON, MA 01720	N/A	501(C)(3)	GENERAL USE	15,000.
HAITIAN CHURCH OF THE NAZARENE P.O. BOX 476 MALDEN, MA 02148-0009	N/A	501(C)(3)	GENERAL USE	20,000.
HEADINGTON INSTITUTE 402 S. MARENGO AVENUE PASADENA, CA 91101	N/A	501(C)(3)	GENERAL USE	15,000.
HESTIA FUND C/O FIDELITY CHARITABLE GIFT FUND P.O. BOX 770001 CINCINATTI, OH 45277-0053	N/A	501(C)(3)	GENERAL USE	5,800.
HIGHROCK COVENANT CHURCH 729 MASSACHUSETTS AVENUE ARLINGTON, MA 02476	N/A	501(C)(3)	GENERAL USE	9,500.
INSTITUTE FOR GLOBAL ENGAGEMENT PO BOX 12205 ARLINGTION, VA 22219	N/A	501(C)(3)	GENERAL USE	25,000.
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON, DC 20037	N/A	501(C)(3)	GENERAL USE	25,000.
INTERNATIONAL PRAYER MINISTRIES 672 SE KRISTI LANE LEE'S SUMMIT, MO 64063	N/A	501(C)(3)	GENERAL USE	10,000.
INTERVARSITY CHRISTIAN FELLOWSHIP 6400 SCHROEDER ROAD, PO BOX 7895 MADISON, WI 53707	N/A	501(C)(3)	GENERAL USE	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KAYA CHILDREN INTERNATIONAL INC PO BOX 337 LINCOLN, MA 01773	N/A	501(C)(3)	GENERAL USE	30,000.
KIDS ALIVE INTERNATIONAL 2507 CUMBERLAND DRIVE VALPARAISO, IN 46383	N/A	501(C)(3)	GENERAL USE	36,000.
LEADERSHIP TRANSFORMATIONS INC 12 BROOKSIDE AVENUE LEXINGTON, MA 02421	N/A	501(C)(3)	GENERAL USE	60,000.
LEXINGTON CHRISTIAN ACADEMY 48 BARTLETT AVENUE LEXINGTON, MA 02420	N/A	501(C)(3)	GENERAL USE	50,000.
LIFE/WORK DIRECTION 32 HALIFAX STREET JAMAICA PLAINS, MA 02130	N/A	501(C)(3)	GENERAL USE	11,580.
MANGO FUND 124 SOUTH STREET HINGHAM, MA 02043	N/A	501(C)(3)	GENERAL USE	22,046.
METROPOLITAN BAPTIST CHURCH 393 NORFOLK STREET DORCHESTER CENTER, MA 02124	N/A	501(C)(3)	GENERAL USE	1,000.
MOUNT OF OLIVES EVANGELICAL CHURCH 3850 N. TRIPP CHICAGO, IL 60641	N/A	501(C)(3)	GENERAL USE	5,000.
NORTH RIVER COMMUNITY CHURCH 334 OLD OAK STREET PEMBROKE, MA 02359	N/A	501(C)(3)	GENERAL USE	500.
NORTH SHORE CHRISTIAN SCHOOL 26 URBAN STREET LYNN, MA 01904	N/A	501(C)(3)	GENERAL USE	1,800.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ONE HEN PO BOX 990781 BOSTON, MA 02199	N/A	501(C)(3)	GENERAL USE	53,000.
OPPORTUNITY INTERNATIONAL 2122 YORK ROAD OAK BROOK, IL 60523	N/A	501(C)(3)	GENERAL USE	25,000.
PARK STREET CHURCH 1 PARK STEET BOSTON, MA 02108	N/A	501(C)(3)	GENERAL USE	51,830.
PARK STREET SCHOOL 67 BRIMMER STREET BOSTON, MA 02108	N/A	501(C)(3)	GENERAL USE	35,000.
PEOPLE'S BAPTIST CHURCH 134 CAMDEN STREET BOSTON, MA 02118	N/A	501(C)(3)	GENERAL USE	6,000.
PHOTOGENX 75-5851 KUAKINI HWY #248 KAILUA-KONA, HI 96740	N/A	501(C)(3)	GENERAL USE	15,000.
PLANT WITH PURPOSE 4747 MORENA BOULEVARD SUITE 100 SAN DIEGO, CA 92117	N/A	501(C)(3)	GENERAL USE	20,000.
PROSPERITY CATALYST 9 WATERHOUSE STREET CAMBRIDGE, MA 02138	N/A	501(C)(3)	GENERAL USE	10,000.
RESTAVEK FREEDOM FOUNDATION 11160 KENWOOD ROAD, SUITE 200 CINCINATTI, OH 45242	N/A	501(C)(3)	GENERAL USE	5,000.
RESURRECTION LUTHERAN CHURCH 94 WARREN STREET BOSTON, MA 02119	N/A	501(C)(3)	GENERAL USE	750.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROXBURY PRESBYTERIAN CHURCH 328 WARREN STREET ROXBURY, MA 02119	N/A	501(C)(3)	GENERAL USE	5,000.
RPC SOCIAL IMPACT CENTER 328 WARREN STREET BOSTON, MA 02119	N/A	501(C)(3)	GENERAL USE	28,500.
RUGGLES BAPTIST CHURCH 874 BEACON STREET BOSTON, MA 02215	N/A	501(C)(3)	GENERAL USE	1,500.
SACRED THREADS 71 WALNUT PARK NEWTON, MA 02458	N/A	501(C)(3)	GENERAL USE	15,000.
SALVATION ARMY 25 SHAWMUT ROAD CANTON, MA 02021	N/A	501(C)(3)	GENERAL USE	10,000.
SOJOURNERS 3333 14TH STREET NW, SUITE 200 WASHINGTON, DC 20010	N/A	501(C)(3)	GENERAL USE	10,000.
STILL HARBOR 666 DORCHESTER AVENUE BOSTON, MA 02127	N/A	501(C)(3)	GENERAL USE	5,000.
TABERNACLE DE LA VOIX DE L'EVANGILE 47 EDGEWATER DR MATTAPAN, MA 02126	N/A	501(C)(3)	GENERAL USE	6,000.
TEACH FOR AMERICA 315 WEST 36TH STREET NEW YORK, NY 10018	N/A	501(C)(3)	GENERAL USE	25,000.
THE DIGNITY RESTORATION PROJECT 8280 GREENSBORO DRIVE, 7TH FLOOR MCLEAN, VA 22102	N/A	501(C)(3)	GENERAL USE	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE INTERNATIONAL FOUNDATION P.O. BOX 69 BROOKFIELD, WI 53008-0069	N/A	501(C)(3)	GENERAL USE	4,360.
THE PHILANTHROPIC INITIATIVE 420 BOYLSTON STREET BOSTON, MA 02116	N/A	501(C)(3)	GENERAL USE	5,500.
THE WELL 1195 PARK AVENUE, SUITE 206 EMERYVILLE, CA 94608	N/A	501(C)(3)	GENERAL USE	15,000.
THEOLOGICAL BOOK NETWORK 3629 PATTERSON AVE SE GRAND RAPIDS, MI 49512	N/A	501(C)(3)	GENERAL USE	24,500.
TRANSITIONS PO BOX 669004 MIAMI SPRINGS, FL 33266	N/A	501(C)(3)	GENERAL USE	20,000.
UNION THEOLOGICAL SEMINARY OF NY 3041 BROADWAY NEW YORK, NY 10027	N/A	501(C)(3)	GENERAL USE	45,000.
UW FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	501(C)(3)	GENERAL USE	20,000.
VILLAGE SCHOOLS INTERNATIONAL PO BOX 1929 TOMBALL, TX 77377	N/A	501(C)(3)	GENERAL USE	10,000.
WAY OF HOPE PENTECOSTAL CHURCH 1026 BLUE HILL AVENUE BOSTON, MA 02124	N/A	501(C)(3)	GENERAL USE	1,000.
WNET - WOMEN AND WAR PEACE OUTREACH 825 EIGHTH AVENUE NEW YORK, NY 10019	N/A	501(C)(3)	GENERAL USE	9,333.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WORLD HOPE INTERNATIONAL 1330 BRADDOCK PLACE, SUITE 301 ALEXANDRIA, VA 22314	N/A	501(C)(3)	GENERAL USE	6,500.
WORLD RELIEF CORPORATION 7 EAST BALTIMORE STREET BALTIMORE, MD 21202	N/A	501(C)(3)	GENERAL USE	50,000.
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98001	N/A	501(C)(3)	GENERAL USE	239,777.
YOUNG LIFE PO BOX 1685 HERNDON, VA 20172	N/A	501(C)(3)	GENERAL USE	8,000.
Total from continuation sheets				

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization
IMAGO DEI FUND
C/O CASTLE ROCK ADVISORS

Employer identification number
26-1578446

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
IMAGO DEI FUND C/O CASTLE ROCK ADVISORS	26-1578446

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROSS M. JONES 89 GREEN ST NEEDHAM, MA 02492	$ 2,923,939.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	ROSS M. JONES 89 GREEN ST NEEDHAM, MA 02492	$ 346,055.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	ROSS M. JONES 89 GREEN ST NEEDHAM, MA 02492	$ 1,640,655.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
IMAGO DEI FUND C/O CASTLE ROCK ADVISORS	26-1578446

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	42,379 SHS CARTER'S, INC, CUSIP 146229109, NYSE	$ 2,923,939.	08/19/13
2	4,944 SHS CARTER'S, INC, CUSIP 146229109, NYSE	$ 346,055.	12/13/13
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
IMAGO DEI FUND C/O CASTLE ROCK ADVISORS	26-1578446

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #49730 - S/T COVERED	PURCHASED	01/01/13	07/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23.	0.	0.	0.	23.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #49730 - L/T COVERED	PURCHASED	01/01/12	07/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,461.	5,851.	0.	0.	5,610.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #49730 - L/T NONCOVERED	PURCHASED	01/01/12	07/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
773,987.	175,729.	0.	0.	598,258.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #59650 - L/T NONCOVERED	PURCHASED	01/01/12	07/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
909,017.	873,509.	0.	0.	35,508.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #74068 - L/T NONCOVERED	PURCHASED	01/01/12	07/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,250,802.	1,251,445.	0.	0.	-643.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STOCKBRIDGE COINVESTORS LLC - SHORT TERM	PURCHASED	01/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	35,120.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STOCKBRIDGE COINVESTORS LLC - LONG TERM	PURCHASED	01/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	148,744.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CRA FUND II LLC - SHORT TERM	PURCHASED	01/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	44,091.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CRA FUND II LLC - LONG TERM	PURCHASED	01/01/12	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	448,687.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OBERON I, LP - SHORT TERM	PURCHASED	01/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	15,082.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OBERON I, LP - LONG TERM	PURCHASED	01/01/12	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	41,344.

CAPITAL GAINS DIVIDENDS FROM PART IV	801.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,372,625.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CRA FUND II LLC	54,800.	54,788.	
GOLDMAN SACHS #49731	174.	174.	
GOLDMAN SACHS #59650	267.	267.	
GOLDMAN SACHS #74068	127,086.	127,086.	
GOLDMAN SACHS #74068 - ACCRUED INT PAID	-10,662.	-10,662.	
GOLDMAN SACHS #74068 - AMORTIZATION	-56,066.	-56,066.	
INTERNAL REVENUE SERVICE	19.	19.	
OBERON I LP	2,200.	1,367.	
TOTAL TO PART I, LINE 3	117,818.	116,973.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CRA FUND II LLC	46,224.	0.	46,224.	46,224.	
GOLDMAN SACHS #49730	90,225.	0.	90,225.	90,225.	
GOLDMAN SACHS #59650	138,680.	801.	137,879.	137,879.	
GOLDMAN SACHS #74068	2.	0.	2.	2.	
OBERON I LP	10,725.	0.	10,725.	10,725.	
STOCKBRIDGE COINVESTORS LLC	22,706.	0.	22,706.	22,706.	
TO PART I, LINE 4	308,562.	801.	307,761.	307,761.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CRA FUND II LLC - ROYALTY INCOME (LOSS)	39.	39.	
CRA FUND II LLC - OTHER INCOME (LOSS)	-70,890.	-70,890.	
STOCKBRIDGE COINVESTORS LLC - OTHER INCOME (LOSS)	-7,341.	-7,341.	
OBERON I LP - OTHER INCOME (LOSS)	-8,532.	-8,532.	
SOCIAL FINANCE NY STATE WORKFORCE RE-ENTRY 2013 LLC	-62.	-62.	
GOLDMAN SACHS #49730 - NONDIVIDEND DISTRIBUTION	334,258.	0.	
MISCELLANEOUS INCOME	7,798.	7,798.	
TOTAL TO FORM 990-PF, PART I, LINE 11	255,270.	-78,988.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,405.	3,203.		0.
TO FORM 990-PF, PG 1, LN 16B	6,405.	3,203.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES - CRA FUND II LLC	344.	0.		0.
FOREIGN TAXES - STOCKBRIDGE COINVESTORS LLC	627.	627.		0.
FOREIGN TAXES - OBERON I LP	742.	742.		0.
FOREIGN TAXES - GOLDMAN SACHS #59650	6,385.	6,385.		0.

FOREIGN TAXES - GOLDMAN SACHS #49730	1,489.	1,489.		0.
FOREIGN TAXES - CRA FUND II LLC	3,340.	3,340.		0.
FEDERAL PRIOR-YEAR EXTENSION PAYMENT	10,500.	0.		0.
FEDERAL ESTIMATED TAXES	45,000.	0.		0.
ER PAYROLL TAXES	11,623.	0.		11,623.
RECLAIMABLE FOREIGN TAX - GS 49730	611.	611.		0.
COMMONWEALTH OF MA PRIOR YEAR EXTENSION	2,000.	0.		0.
TAX NOTICES	517.	0.		0.
TO FORM 990-PF, PG 1, LN 18	83,178.	13,194.		11,623.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MA - MA PC FILING FEE	1,000.	0.		1,000.
INVESTMENT ACCOUNT FEES	11,364.	5,682.		0.
NONDEDUCTIBLE EXPENSES - CRA FUND II LLC	78.	0.		0.
MISSION RELATED DIRECT PROGRAM EXPENSES	24,823.	0.		24,823.
OUTSIDE SERVICES	2,264.	0.		0.
TELEPHONE AND COMMUNICATIONS	1,348.	0.		0.
WEBSITE	7,303.	0.		0.
TO FORM 990-PF, PG 1, LN 23	48,180.	5,682.		25,823.

FOOTNOTES STATEMENT 8

PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

THE IDF SEEKS TO INVEST IN EFFORTS TO MAKE SOCIETY MORE JUST AND FREE. WITHIN THIS CATEGORY WE HAVE TWO BROAD FOCUS AREAS: GENDER JUSTICE FOCUSES ON INITIATIVES SEEKING TO CREATE A WORLD WHERE GIRLS AND WOMEN CAN FLOURISH AS FULL EQUALS IN SOCIETY. BOSTON JUSTICE AND MERCY FOCUSES ON PARTNERSHIPS WITH CONCRETE ENDEAVORS TO PROVIDE BASIC NEEDS FOR THE POOR AND TO ALLOW FOR HUMAN FLOURISHING TO OCCUR WHERE IT IS MOST THREATENED.

IMAGO DEI FUND FUNDS THE STUDY OF GENDER PARITY OF WOMEN IN LEADERSHIP POSITIONS WITH EVANGELICAL INSTITUTIONS. THE GOAL

OF THE "GENDER LANDSCAPE" STUDY IS TO GET A BROAD SNAPSHOT OF WHERE EVANGELICAL SOCIAL SERVICES AND CHARITIES STOOD WITH RESPECT TO GENDER BALANCE. THE BASIC PURPOSE OF THE STUDY IS TO STEP BACK AND SEE HOW WE MEASURE UP AS A FAITH-BASED SECTOR WITH REGARD TO THE LARGER SOCIAL GOAL OF WORKING TOWARD GENDER PARITY WITHIN ALL OF OUR ORGANIZATIONS AND WORKPLACES.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION OF CONTRIBUTED MARKETABLE SECURITIES	2,037,230.
ACCRETION/AMORTIZATION	26,781.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,064,011.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS	3,861,900.	12,362,721.
GS HIGH YIELD FUND	0.	0.
GS LOCAL EMERGING MARKETS DEBT FUND	500,000.	450,649.
GS REAL ESTATE SECURITIES FUND	220,000.	305,773.
GS INTERNATIONAL REAL ESTATE SECURITIES FUND	240,000.	257,643.
MSCI EAFE INDEX FUND	1,697,026.	2,097,054.
MSCI EMERGING MARKETS INDEX FUND	549,755.	539,573.
GS CORPORATE FIXED INCOME	2,588,176.	2,574,783.
EURO STOXX 50	501,493.	611,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,158,350.	19,200,096.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CRA FUND II LLC	COST	6,302,418.	7,412,179.
STOCKBRIDGE COINVESTORS LLC	COST	2,639,216.	3,894,491.
OBERON I LP	COST	1,130,725.	1,225,494.
ABSOLUTE RETURN CAYMAN LTD	COST	1,000,000.	976,473.
SOCIAL FINANCE NY STATE WORKFORCE	COST	125,237.	121,559.
PROSPERITY CANDLE	COST	20,000.	20,000.
ROOT CAPITAL	COST	300,000.	300,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,517,596.	13,950,196.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
GS 49730 - ACCRUED INCOME	150.	2,729.	2,729.
TO FORM 990-PF, PART II, LINE 15	150.	2,729.	2,729.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OUTSTANDING CHECKS - CHARITY CONTRIBUTIONS	25,000.	20,000.
EE PAYROLL WITHHOLDINGS PAYABLE	1,932.	0.
EE REIMBURSEMENTS DUE	3,681.	0.
EE PAYROLL PAYABLE - DECEMBER 2013	8,436.	4,960.
TOTAL TO FORM 990-PF, PART II, LINE 22	39,049.	24,960.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 14

DESCRIPTION

A $300,000 INVESTMENT WAS MADE TO ROOT CAPITAL'S WOMEN IN AGRICULTURE PROGRAM. THE TERMS ARE $100,000 FOR TWO YEAR TERM AT A 1.75% INTEREST RATE, $100,000 FOR A THREE YEAR TERM AT A 2.25% INTEREST RATE AND $100,000 FOR A FIVE YEAR TERM AT A 2.75% INTEREST RATE.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 1	0.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 15

DESCRIPTION

A $20,000 INVESTMENT WAS MADE TO PROSPERITY CANDLE, A LOW-PROFIT LIMITED LIABILITY COMPANY, GEARED TOWARDS CREATING OPPORTUNITIES FOR WOMEN REFUGEES IN THE UNITED STATES. THE INVESTMENT OF $20,000 WAS MADE WITH THE CONSIDERATION OF RECEIVING A PORTION OF THE COMPANY'S ROYALTY FEE REVENUE.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 2	0.

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	22 77	Net Covered Long-Term Gains (Losses)	5,610 11	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	598,257 46		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**22 77**	**Total Long-Term Gains (Losses)**	**603,867 57**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
MALLINCKRODT PUBLIC LIMITED CO CMN (G5785G107)	12/17/2012	07/01/2013	0 50	22 77	0 00	0 00	22 77
Net Covered Short-Term Gains (Losses)				**22.77**	**0.00**	**0.00**	**22.77**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ADT CORPORATION (THE) CMN (00101J106)	08/29/2011	05/14/2013	17 00	730 31	0 00	464 65	265 66
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	08/29/2011	05/14/2013	260 00	10,731 10	0 00	5,386 65	5,344 45
Net Covered Long-Term Gains (Losses)				**11,461.41**	**0.00**	**5,851.30**	**5,610.11**
NonCovered Long-Term Gains (Losses)							
ADT CORPORATION (THE) CMN (00101J106)	03/05/2007	05/14/2013	93 00	3,995 20	0 00	2,834 32	1,160 88
ADT CORPORATION (THE) CMN (00101J106)	11/12/2007	05/14/2013	240 00	10,310 17	0 00	6,164 68	4,145 49
AMC NETWORKS INC CMN (00164V103)	04/08/2008	05/14/2013	15 00	998 14	0 00	334 32	663 82
AMC NETWORKS INC CMN (00164V103)	11/12/2007	05/14/2013	66 00	4,391 81	0 00	1,589 56	2,802 25
AMC NETWORKS INC CMN (00164V103)	03/05/2007	05/14/2013	171 00	11,378 77	0 00	4,678 74	6,700 03

[4] Basis may have been increased by accruals of market discount and/or *original issue discount or decreased by premium amortization* This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ANADARKO PETROLEUM CORP CMN (032511107)	03/05/2007	05/14/2013	640 00	55,602 14	0 00	25,034 17	30,567 97
BIOGEN IDEC INC CMN (09062X103)	12/13/2007	05/14/2013	20 00	4,457 37	0 00	1,134 94	3,322 43
BIOGEN IDEC INC CMN (09062X103)	03/05/2007	05/14/2013	480 00	106,976 88	0 00	21,104 64	85,872 24
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	10/05/2009	05/14/2013	30 00	1,238 20	0 00	435 32	802 88
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	08/10/2007	05/14/2013	100 00	4,127 35	0 00	2,481 93	1,645 42
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	06/23/2008	05/14/2013	290 00	11,969 31	0 00	5,593 93	6,375 38
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	11/12/2007	05/14/2013	365 00	15,064 82	0 00	6,897 95	8,166 87
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	03/05/2007	05/14/2013	1,190 00	49,115 43	0 00	30,023 11	19,092 32
INTEL CORPORATION CMN (458140100)	01/03/2003	05/14/2013	1,000 00	24,015 76	0 00	16,634 95	7,380 81
INTEL CORPORATION CMN (458140100)	07/21/2006	05/14/2013	2,000 00	48,031 52	0 00	34,328 00	13,703 52
PALL CORP CMN (696429307)	03/05/2007	05/14/2013	410 00	27,981 87	0 00	14,816 09	13,165 78
SERVICESOURCE INTRNTNL, LLC CMN (81763U100)	02/01/2003	07/30/2013	21,123 00 [9]	228,137 09	0 00	950 54	227,186 55
SERVICESOURCE INTRNTNL, LLC CMN (81763U100)	02/01/2003	07/31/2013	15,377 00 [9]	166,194 79	0 00	691 97	165,502 82
Net NonCovered Long-Term Gains (Losses)				**773,986.62**	**0.00**	**175,729.16**	**598,257.46**

[4] *Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization* This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

[9] *This position is a gifted security*

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	311,228 60		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**0.00**	**Total Long-Term Gains (Losses)**	**311,228.60**	***Total Ordinary Gains (Losses)***	**0.00**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/31/2008	05/09/2013	565 83 [9]	4,288 99	0 00	2,862 22	1,426 77
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/31/2009	05/09/2013	882 26 [9]	6,687 56	0 00	4,577 77	2,109 79
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/27/2009	05/09/2013	919 28 [9]	6,968 15	0 00	4,751 42	2,216 73
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/30/2009	05/09/2013	928 74 [9]	7,039 88	0 00	4,921 27	2,118 61
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/02/2011	05/09/2013	11,760 36	89,143 52	0 00	80,676 06	8,467 46
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/12/2008	05/09/2013	104,866 66 [9]	794,889 24	0 00	500,000 00	294,889 24
Net NonCovered Long-Term Gains (Losses)				**909,017.34**	**0.00**	**597,788.74**	**311,228.60**

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

[9] This position is a gifted security

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	0 00	Net NonCovered Long-Term Gains (Losses)	(643 61)		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**0 00**	**Total Long-Term Gains (Losses)**	**(643 61)**	**Total Ordinary Gains (Losses)**	**0.00**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
THE CLOROX COMPANY 5 0% 03/01/2013 M-W+35 00BP (189054AQ2)	03/08/2011	03/01/2013	100,000 00	100,000 00	(6,373 00)	100,000 00	0 00
THE KROGER CO 5 0% 04/15/2013 SR LIEN M-W+40 00BP (501044CJ8)	12/14/2011	04/15/2013	100,000 00	100,000 00	(4,930 00)	100,000 00	0 00
GILEAD SCIENCES, INC 2 4% 12/01/2014 SR LIEN M-W+35 00BP (375558AR4)	12/08/2011	05/15/2013	100,000 00	102,684 00	(435 91)	100,480 09	2,203 91
DOW CHEMICAL COMPANY (THE) 5 9% 02/15/2015 SR LIEN M-W+50 00BP (260543CA9)	12/13/2011	06/24/2013	125,000 00	135,446 70	(6,678 28)	132,471 72	2,974 98
TIME WARNER CABLE INC 6 2% 07/01/2013 SR LIEN M-W+40 00BP (88732JAK4)	03/08/2011	07/01/2013	100,000 00	100,000 00	(10,490 00)	100,000 00	0 00
BEST BUY CO , INC STEP 07/15/2013 USD SER B SR LIEN M-W+50 00BP 7 25% 07/15/12-07/15/13 (086516AJ0)	03/08/2011	07/15/2013	100,000 00	100,000 00	0 00	110,100 00	(10,100 00)
INGERSOLL-RAND GL HLDG CO LTD 9 5% 04/15/2014 SR LIEN M-W+50 00BP (45687AAE2)	12/07/2011	07/17/2013	100,000 00	106,571 00	(11,365 32)	105,439 68	1,131 32
BANK OF AMERICA CORPORATION CPN 5 1250 11/15/2014 USD (060505AU8)	07/13/2012	08/19/2013	100,000 00	106,100 00	(2,509 18)	102,953 82	3,146 18
AMERICAN EXPRESS CREDIT CORP MTN 7 3% 08/20/2013 SER C SR LIEN (0258M0CY3)	03/24/2011	08/20/2013	100,000 00	100,000 00	(12,364 00)	100,000 00	0 00
DAIMLERCHRYSLER NA HLDG CORP 6 5% 11/15/2013 USD SR LIEN (233835AW7)	04/19/2011	11/15/2013	100,000 00	100,000 00	(11,913 00)	100,000 00	0 00

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
TELECOM ITALIA CAPITAL SA CPN 5 2500 11/15/2013 (87927VAE8)	03/28/2011	11/15/2013	100,000 00	100,000 00	(5,925 00)	100,000 00	0 00
CITIGROUP INC 6 0% 12/13/2013 (172967FE6)	03/10/2011	12/13/2013	100,000 00	100,000 00	(9,685 00)	100,000 00	0 00
Net NonCovered Long-Term Gains (Losses)				**1,250,801.70**	**(82,668.69)**	**1,251,445.31**	**(643.61)**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment