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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE

A Employer identification number
86-6255502

Number and street (or P O box number if mail is not delivered to street address)
11 SHAFER ROAD

Room/suite

B Telephone number (see instructions)
(860) 489-9908

City or town, state or province, country, and ZIP or foreign postal code
NEW HARTFORD, CT 06057

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,488,546

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

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	8,065	8,065		
	4	Dividends and interest from securities	36,077	36,077		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	152,903			
	b	Gross sales price for all assets on line 6a 678,715				
	7	Capital gain net income (from Part IV, line 2)		152,903		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	49,548	49,548		
	12	**Total.** Add lines 1 through 11	246,593	246,593		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,050	6,050		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,870	454		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	24,095	24,095		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,015	30,599		0
	25	Contributions, gifts, grants paid	101,000			101,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	134,015	30,599		101,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	112,578			
	b	**Net investment income** (if negative, enter -0-)		215,994		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	77,296	60,215	60,215
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	912,377	1,087,253	1,362,014
	c	Investments—corporate bonds (attach schedule)	51,747	43,150	48,813
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	49,004	12,384	17,504
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,090,424	1,203,002	1,488,546
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ______)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,090,424	1,203,002	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,090,424	1,203,002	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,090,424	1,203,002	

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	1,090,424
2	Enter amount from Part I, line 27a	2	112,578
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	1,203,002
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	1,203,002

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	152,903
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	80,000	1,357,028	0 058952
2011	102,254	1,357,544	0 075323
2010	90,000	1,304,523	0 068991
2009	80,000	1,099,106	0 072786
2008			

2	**Total** of line 1, column (d).	2	0 276052
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 069013
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,442,944
5	Multiply line 4 by line 3.	5	99,582
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,160
7	Add lines 5 and 6.	7	101,742
8	Enter qualifying distributions from Part XII, line 4.	8	101,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	4,320
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	4,320
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	4,320
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,480		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,480
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	14
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	854
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶AZ			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ALAN L GOLDBERG CPA Telephone no ▶(212) 867-1776

Located at ▶216 EAST 45TH STREET - SUITE 1101 NEW YORK NY ZIP+4 ▶10017

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**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 page 20 of the instructions)?	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	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 ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CLAY PATRICK BEDFORD JR AYERS LAKE FARM 557 ROUTE 202 BARRINGTON,NH 03825	TRUSTEE AND PRESIDENT 1 00	0	0	0
PETER BENJAMIN BEDFORD AYERS LAKE FARM 557 ROUTE 202 BARRINGTON,NH 03825	TRUSTEE 1 00	0	0	0
STEVEN BEDFORD 11 SHAFER ROAD NEW HARTFORD,CT 06057	TRUSTEE 1 00	0	0	0

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

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

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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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	1,393,447
b	Average of monthly cash balances	1b	71,471
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,464,918
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	1,464,918
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,974
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,442,944
6	**Minimum investment return.** Enter 5% of line 5	6	72,147

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	72,147
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 4,320		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,320
3	Distributable amount before adjustments Subtract line 2c from line 1	3	67,827
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	67,827
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	67,827

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	101,000
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	101,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	101,000

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				67,827
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009. 25,591				
c From 2010. 25,291				
d From 2011. 35,867				
e From 2012. 78,688				
f **Total** of lines 3a through e.	165,437			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 101,000				
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.				67,827
e Remaining amount distributed out of corpus	33,173			
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	198,610			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	198,610			
10 Analysis of line 9				
a Excess from 2009. . . . 25,591				
b Excess from 2010. . . . 25,291				
c Excess from 2011. . . . 35,867				
d Excess from 2012. . . . 78,688				
e Excess from 2013. . . . 33,173				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

CLAY P BEDFORD CO-TRUSTEE
AYERS LAKE FARM 557 ROUTE 202
BARRINGTON,NH 03825
(603) 332-5940

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

THE PURPOSE OF THE CONTRIBUTION OR GRANT AND AMOUNT

c Any submission deadlines

NONE

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

PURPOSE IS FOR SECONDARY AND HIGHER EDUCATION OR MEDICAL CARE AND RESEARCH

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 Additional Data Table				
Total . . . . ▶ **3a**				101,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,065	
4 Dividends and interest from securities			14	36,077	
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			01	49,548	
8 Gain or (loss) from sales of assets other than inventory			18	152,903	
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)		0		246,593	0

13 Total. Add line 12, columns (b), (d), and (e) 13 246,593

(See worksheet in line 13 instructions to verify calculations)

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

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

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-11-13	******
Signature of officer or trustee	Date	Title

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
ALAN GOLDBERG CPA		2014-11-13		P00970164

Firm's name ▶	ALAN L GOLDBERG CPA	Firm's EIN ▶ 13-3497234
Firm's address ▶	216 EAST 45TH ST - SUITE 1101 NEW YORK, NY 10017	Phone no (212) 867-1776

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200 FREEPORT-MCMORAN COPPER	P	2012-03-16	2013-01-04
1446 5810 PIMCO REAL ESTATE	P	2013-07-01	2013-09-11
150 QUALCOMM INC	P	2013-01-04	2013-04-29
402 3230 PIMCO REAL ESTATE	P	2011-07-01	2013-09-11
200 TEVA PHARMACEUTICAL	P	2011-12-16	2013-08-07
100 CELGENE CORP	P	2007-10-15	2013-04-29
300 CENTURYLINK INC	P	2010-04-01	2013-11-08
10000 GENL MOTORS ACCEPT CORP	P	2007-08-15	2013-08-15
200 ISHARES MSCI BRAZIL	P	2011-07-01	2013-02-19
1000 JP MORGAN CHASE	P	2008-08-14	2013-09-03
700 MEDICAL PROPERTIES TRUST	P	2011-07-01	2013-04-12
700 MICROSOFT CORP	P	2011-07-01	2013-01-04
100 NEXEN INC	P	2009-01-23	2013-03-28
5494 4730 PIMCO REAL ESTATE	P	2011-07-01	2013-09-11
0 26 KINDER MORGAN	P	2010-05-04	2013-05-02
500 LINN ENERGY LLC	P	2008-10-24	2013-05-21
0 3337 GENERAL MOTORS CO	P	2013-12-23	2013-12-20
0 9397 GENERAL MOTORS CO	P	2013-12-23	2013-12-20
0 9397 GENERAL MOTORS CO	P	2013-12-20	2013-12-20
100 ZIONS BANCORP	P	2010-12-07	2013-09-16
10 ATMOS ENERGY CORP	P	2013-06-26	2013-09-12
10 ATMOS ENERGY CORP	P	2013-06-26	2013-10-24
10 ATMOS ENERGY CORP	P	2013-06-26	2013-12-18
25 DOMINION RES INC	P	2013-05-28	2013-08-26
30 DOMINION RES INC	P	2013-05-28	2013-08-27
20 DOMINION RES INC	P	2013-05-28	2013-09-12
20 DOMINION RES INC	P	2013-05-28	2013-12-18
20 ENBRIDGE INC	P	2013-05-28	2013-12-18
25 ENBRIDGE INCOME FD HOLDINGS	P	2013-05-28	2013-12-18
5 ENBRIDGE INCOME FD HOLDINGS	P	2013-05-28	2013-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 INTER PIPELINE LTD	P	2013-09-12	2013-12-18
10 INTER PIPELINE LTD	P	2013-09-12	2013-12-18
10 ITC HOLDINGS CORP	P	2013-05-28	2013-10-24
10 KINDER MORGAN INC	P	2013-05-28	2013-12-18
0 2816 KINDER MORGAN MGMT LLC	P	2013-08-14	2013-08-14
10 KINDER MORGAN MGMT LLC	P	2013-05-28	2013-10-24
0 1497 KINDER MORGAN MGMT LLC	P	2013-11-14	2013-11-14
20 KINDER MORGAN MGMT LLC	P	2013-05-28	2013-12-18
20 NATIONAL GRID PLC	P	2013-05-28	2013-09-12
90 NATIOANL GRID PLC	P	2013-05-28	2013-10-24
20 NATIONAL GRID PLC	P	2013-05-28	2013-12-18
10 NORTHEAST UTILITIES	P	2013-05-28	2013-10-24
20 NORTHEAST UTILITIES	P	2013-05-28	2013-12-18
30 NRG YIELD INC	P	2013-08-26	2013-10-24
30 NRG YIELD INC	P	2013-07-01	2013-12-18
290 ONEOK INC	P	2012-09-06	2013-05-28
170 PEMBINA PIPLINE CORP	P	2013-07-01	2013-09-12
20 QUESTAR CORP	P	2013-05-28	2013-12-18
10 THE SOUTHERN COMPANY	P	2013-05-28	2013-10-24
10 THE SOUTHERN COMPANY	P	2013-05-28	2013-12-18
30 TRANSCANADA CORP	P	2013-05-28	2013-12-18
80 UGI CORP	P	2013-05-28	2013-09-12
20 UGI CORP	P	2013-05-28	2013-10-24
10 ITC HOLDINGS CORP	P	2013-05-28	2013-12-18
20 UGI CORP	P	2013-05-28	2013-12-18
30 WILLIAMS COMPANIES	P	2013-05-28	2013-09-12
30 WILLIAMS COMPANIES	P	2013-05-28	2013-12-18
100 ROYAL DUTCH SHELL PLC	P	2012-03-16	2013-05-28
200 B P PRUDHOE BAY	P	2010-05-24	2013-05-28
250 CHEVRON CORP	P	2002-10-31	2013-05-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 CONOCOPHILLIPS	P	2002-10-09	2013-05-28
200 CONSOLIDATED EDISON INC	P	2006-09-15	2013-05-28
266 DUKE ENERGY CORP	P	2011-07-01	2013-05-28
200 ENCANA CORP	P	2005-04-04	2013-05-28
10 NEXTERA ENERGY INC	P	2008-11-13	2013-09-12
10 NEXTERA ENERGY INC	P	2008-11-13	2013-12-18
70 ACCESS MIDSTREAM PARTNERS LP	P	2013-05-28	2013-09-12
10 ACCESS MIDSTREAM PARTNERS LP	P	2013-05-28	2013-10-24
10 ACCESS MIDSTREAM PARTNERS LP	P	2013-05-28	2013-12-18
10 ALLIANCE HOLDINGS GP LP	P	2013-05-28	2013-09-12
70 ALLIANCE RESOURCES PARTNERS LP	P	2013-05-28	2013-09-12
20 ALLIANCE RESOURCES PARTNERS LP	P	2013-05-28	2013-12-18
20 AMERIGAS PARTNERS LP	P	2013-05-28	2013-10-24
20 AMERIGAS PARTNERS LP	P	2013-05-28	2013-12-18
40 BOARDWALK PIPELINE PARTNERS LP	P	2012-09-06	2013-05-28
390 BOARDWALK PIPELINE PARTNERS LP	P	2013-07-01	2013-05-28
110 BUCKEYE PARTNERS L P	P	2012-09-06	2013-05-28
380 BUCKEYE PARTNERS L P	P	2013-07-01	2013-05-28
40 DCP MIDSTREAM PARTNERS LP	P	2012-09-26	2013-05-28
300 DCP MIDSTREAM PARTNERS LP	P	2013-07-01	2013-05-28
350 EL PASO PIPELINE PARTNERS LP	P	2011-12-29	2013-05-28
20 EL PASO PIPELINE PARTNERS LP	P	2011-12-29	2013-09-12
700 ENBRIDGE ENERGY PARTNERS LP	P	2012-09-06	2013-05-28
0 6970 ENBRIDGE ENERGY MNGMT LLC	P	2013-08-14	2013-08-14
20 ENBRIDGE ENERGY MNGMT LLC	P	2013-05-28	2013-10-24
0 0521 ENBRIDGE ENERGY MNGMT LLC	P	2013-11-14	2013-11-14
57 ENBRIDGE ENERGY MNGMT LLC	P	2013-05-28	2013-12-18
3 ENBRIDGE ENERGY MNGMT LLC	P	2013-05-28	2013-12-18
20 ENERGY TRANSFER EQUITY	P	2013-05-28	2013-09-12
20 ENERGY TRANSFER EQUITY	P	2013-05-28	2013-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
230 ENERGY TRANSFER PARTNERS LP	P	2003-06-03	2013-05-28
20 ENTERPRISE PRODUCTS PARTNERS	P	2008-10-24	2013-09-12
40 ENTERPRISE PRODUCTS PARTNERS	P	2008-10-24	2013-10-24
20 EQT MIDSTREAM PARTNER LP	P	2013-05-28	2013-09-12
20 EQT MIDSTREAM PARTNER LP	P	2013-05-28	2013-12-18
60 HOLLY ENERGY PARTNERS LP	P	2013-05-28	2013-09-12
20 HOLLY ENERGY PARTNERS LP	P	2013-05-28	2013-12-18
341 KINDER MORGAN ENERGY	P	2013-07-01	2013-05-28
550 MAGELLAN MIDSTREAM PRTNS	P	2013-07-01	2013-05-28
30 MAGELLAN MIDSTREAM PRTNS	P	2011-08-12	2013-09-12
10 MAGELLAN MIDSTREAM PRTNS	P	2011-08-12	2013-10-24
30 MAGELLAN MIDSTREAM PRTNS	P	2011-08-12	2013-12-18
140 MPLX LP	P	2013-07-01	2013-09-12
40 NGL ENERGY PARTNERS LP	P	2013-05-28	2013-12-18
40 ONEOK PARTNERS L P	P	2013-05-28	2013-09-12
10 ONEOK PARTNERS L P	P	2013-05-28	2013-10-24
950 PAA NATURAL GAS STORA LP	P	2011-12-29	2013-05-28
30 PLAINS ALL AMERICAN PIPELINE LP	P	2004-07-14	2013-09-12
10 PLAINS ALL AMERICAN PIPELINE LP	P	2004-07-14	2013-10-24
250 SPECTRA ENERGY PARTNERS LP	P	2011-08-10	2013-05-28
60 SPECTRA ENERGY PARTNERS LP	P	2013-07-01	2013-09-12
10 SPECTRA ENERGY PARTNERS LP	P	2011-08-12	2013-10-24
170 SUBURBAN PROPANE PARTNERS LP	P	2009-12-17	2013-05-28
230 SUBURBAN PROPANE PARTNERS LP	P	2009-12-17	2013-10-24
300 SUNOCO LOGISTICS PARTNERSHIP LP	P	2011-08-10	2013-05-28
40 TC PIPELINES	P	2011-08-10	2013-09-12
10 TC PIPELINES	P	2011-08-10	2013-10-24
20 TEEKAY LNG PARTNERS LP	P	2013-05-28	2013-09-12
30 TEEKAY LNG PARTNERS LP	P	2013-05-28	2012-12-18
600 TEEKAY OFFSHORE PARTNERS LP	P	2009-12-17	2013-05-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 TRANSMONTAIGNE PARTNERS LP	P	2013-05-28	2013-09-12
10 TRANSMONTAIGNE PARTNERS LP	P	2013-05-28	2013-12-18
300 WESTERN GAS PARTNERS LP	P	2013-07-01	2013-05-28
240 WILLIAMS PARTNERS LP	P	2011-08-16	2013-05-28
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,069		7,713	-644
5,193		6,249	-1,056
9,294		9,548	-254
1,444		1,830	-386
7,720		8,529	-809
11,894		7,401	4,493
9,525		10,698	-1,173
10,000		9,227	773
11,300		13,480	-2,180
25,000		25,000	0
10,552		6,199	4,353
18,795		19,464	-669
2,500		1,860	640
19,725		23,403	-3,678
23		15	8
17,596		7,500	10,096
14			14
30			30
22			22
2,500		2,494	6
402		401	1
437		401	36
446		401	45
1,466		1,452	14
1,755		1,742	13
1,205		1,162	43
1,280		1,162	118
835		835	0
541		628	-87
108		108	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
236		243	-7
236		236	0
989		890	99
339		408	-69
23			23
779		853	-74
11			11
1,444		1,676	-232
1,171		1,262	-91
5,655		5,681	-26
1,261		1,262	-1
428		427	1
831		853	-22
1,102		843	259
1,186		841	345
13,741		13,172	569
5,358		5,664	-306
454		494	-40
422		452	-30
405		452	-47
1,326		1,449	-123
3,083		3,196	-113
830		799	31
936		890	46
798		799	-1
1,064		1,109	-45
1,104		1,109	-5
6,780		7,155	-375
17,408		18,021	-613
31,733		8,463	23,270

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,994		5,266	13,728
11,729		9,158	2,571
18,177		9,209	8,968
3,902		3,744	158
795		473	322
831		473	358
3,267		3,087	180
517		441	76
504		441	63
613		645	-32
5,426		5,331	95
1,488		1,523	-35
895		947	-52
852		852	0
1,253		1,085	168
12,217		10,129	2,088
7,620		5,369	2,251
26,322		23,299	3,023
1,983		1,713	270
14,870		11,742	3,128
15,060		12,218	2,842
828		698	130
21,615		19,950	1,665
20			20
590		610	-20
1			1
1,553		1,708	-155
82		82	0
1,262		1,213	49
1,559		1,213	346

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,885		848	11,037
1,176		403	773
2,546		806	1,740
981		1,004	-23
1,080		1,004	76
2,037		2,285	-248
616		762	-146
30,106		21,289	8,817
29,771		15,809	13,962
1,645		892	753
600		297	303
1,757		892	865
5,044		5,386	-342
1,255		1,176	79
2,114		2,153	-39
556		538	18
20,243		17,538	2,705
1,528		507	1,021
527		169	358
9,147		6,790	2,357
2,530		1,654	876
448		280	168
8,243		7,825	418
11,003		10,586	417
19,115		8,250	10,865
1,910		1,760	150
508		440	68
855		888	-33
1,191		1,332	-141
20,128		7,955	12,173

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
411		441	-30
400		441	-41
18,528		10,348	8,180
12,684		12,844	-160
1,518			1,518

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-644
			-1,056
			-254
			-386
			-809
			4,493
			-1,173
			773
			-2,180
			0
			4,353
			-669
			640
			-3,678
			8
			10,096
			14
			30
			22
			6
			1
			36
			45
			14
			13
			43
			118
			0
			-87
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-7
			0
			99
			-69
			23
			-74
			11
			-232
			-91
			-26
			-1
			1
			-22
			259
			345
			569
			-306
			-40
			-30
			-47
			-123
			-113
			31
			46
			-1
			-45
			-5
			-375
			-613
			23,270

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,728
			2,571
			8,968
			158
			322
			358
			180
			76
			63
			-32
			95
			-35
			-52
			0
			168
			2,088
			2,251
			3,023
			270
			3,128
			2,842
			130
			1,665
			20
			-20
			1
			-155
			0
			49
			346

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11,037
			773
			1,740
			-23
			76
			-248
			-146
			8,817
			13,962
			753
			303
			865
			-342
			79
			-39
			18
			2,705
			1,021
			358
			2,357
			876
			168
			418
			417
			10,865
			150
			68
			-33
			-141
			12,173

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-30
			-41
			8,180
			-160
			1,518

Form 990PF Part XV Line 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*				
RENSSELAER POLYTECHNIC 110 8TH STREET TROY,NY 12180	NOT APPLICABLE	501(C)(3) PUBLIC CHA	GENERAL CONTRIBUTION	10,000
RUSSELL SAGE COLLEGE 65 1ST STREET TROY,NY 12180	NOT APPLICABLE	501(C)(3) PUBLIC SCH	GENERAL CONTRIBUTION	25,000
SAINT MARY'S COLLEGE OF CALIFORNIA 1928 SAINT MARYS ROAD MORAGA,CA 94575	NOT APPLICABLE	501(C)(3) PUBLIC CHA	GENERAL CONTRIBUTION	26,000
ST PAUL'S SCHOOL 325 PLEASANT STREET CONCORD,NH 03301	NOT APPLICABLE	501(C)(3) PUBLIC CHA	GENERAL CONTRIBUTION	25,000
HISTORIC NEW ENGLAND 141 CAMBRIDGE STREET BOSTON,MA 02114	NOT APPLICABLE	501(C)(3) PUBLIC CHA	GENERAL CONTRIBUTION	15,000
Total . . . . ▶ **3a**				101,000

TY 2013 Accounting Fees Schedule

Name: BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE

EIN: 86-6255502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,050	6,050		0

TY 2013 Investments Corporate Bonds Schedule

Name: BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE

EIN: 86-6255502

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL MOTORS CORP 7.2% 1/15	0	0
GENERAL MOTORS ACCEPT CORP SMART NOT	0	0
GENERAL MOTORS CORP 8.8% 3/1	0	0
CHESAPEAKE ENERGY CORP 6.5% 8/15/17	23,125	28,063
DEL MONTE CORP 7.625% 2/15/19	20,025	20,750

TY 2013 Investments Corporate Stock Schedule

Name: BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE

EIN: 86-6255502

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALTRIA GROUP - 400 SHARES	9,931	15,356
AT & T INC - 700 SHARES	19,291	24,612
B P PRUDHOE BAY ROYALTY TRUST - 200	0	0
BRISTOL MYERS SQUIBB CO - 100 SHS	2,183	5,315
CATERPILLAR INC - 200 SHS	8,005	18,162
CELGENE CORP - 200 SHS	7,401	16,897
CENTURYLINK INC - 300 SHS	0	0
CHEVRON CORPORATION - 250 SHARES	0	0
CONOCOPHILLIPS - 300 SHARES	0	0
CONSOLIDATED EDISON INC - 200 SHS	0	0
COPANO ENERGY LLC - 200 SHARES	0	0
CORUS ENTMT INC CL B - 200 SHARES	3,540	4,836
DU PNT EI DE NEMOURS & CO - 300 SHS	14,028	19,491
DUKE ENERGY CORP - 266 SHARES	0	0
EMERSON ELECTRIC CO EMR - 100	3,500	7,018
ENCANA CORP - 200 SHARES	0	0
HARRIS CORP DEL - 200 SHARES	8,593	13,962
HEALTH CARE REIT INC - 200 SHARES	7,615	10,714
ISHARES MSCI BRAZIL INDEX - 200	0	0
ISHARES DOW JONES SELECT DIV INDEX F-600 SHS	33,165	42,810
ISHARES TR RUSSELL 2000 VALUE - 200	10,880	19,900
MEDICAL PROPERTIES TRUST - 700 SHS	0	0
MERCK & CO INC - 300 SHARES	10,492	15,015
MICROSOFT CORP - 700 SHARES	0	0
NATIONAL HEALTH INVS INC - 200 SHS	5,511	11,220
NEXTRA ENERGY INC - 100 SHARES	6,887	10,274
NUCOR CORP - 200 SHARES	8,323	10,676
PHILIP MORRIS INTL - 200 SHS	4,293	17,426
PLAINS ALL AMERICAN PIPELINE - 200	8,802	15,531
PROCTER & GAMBLE CO - 200 SHARES	12,684	16,282

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REYNOLDS AMERICAN INC - 900 SHARES	12,812	44,991
SENIOR HOUSING PROPERTY TR - 300 SHS	9,256	13,338
STARWOOD PROPERTY TR INC - 500 SHARES	10,574	13,850
SUBURBAN PROPANE PARTNERS L.P. - 400 SHS	0	0
TAIWAN SEMICONDUCTOR MFG CO - 500 SH	4,759	8,720
TEEKAY OFFSHORE PARTNERS LP - 600	0	0
WALMART STORE - 300 SHARES	15,807	23,607
BARCLAY BANK PLC 7.75% NON-CUM	24,990	25,330
DB CONT CAP TR 6.55% NON-CUM	10,706	12,450
GREAT ATL & PACIFIC 9.375%	1,700	0
HSBC HOLDINGS PLC 6.2%	9,430	9,880
JP MORGAN CHASE 8.625% NON-CUM	0	0
NEXEN INC 7.35% - 100	0	0
VORNADO ROYALTY LP 7.875%	17,108	18,193
ZIONS BANCORP 9.5%	0	0
APPLE INC - 25	19,675	28,051
GENERAL MOTORS CO - 79 SHS	10,541	3,392
GENERAL MOTORS CO WARRANTS - 73 SHS	3,409	1,980
GENERAL MOTORS CO WARRANTS - 73 SHS	3,409	1,980
INTERDIGITAL INC - 200 SHS	10,238	5,898
TEVA PHARMACEUTICAL - 200 SHS	0	0
DIGITAL REALTY 7% - 500	12,500	10,855
KKR FINL HLDGS 8.375% PFD - 400	10,000	10,724
QWEST CORP 7.5% PFD - 500	12,500	11,715
BOARDWALK PIPELINE PARTNERS LP - 430 SHS	0	0
BUCKEYE PARTNERS LP - 490 SHS	0	0
DCP MIDSTREAM PARTNERS LP - 340 SHS	0	0
EL PASO PIPELINE PARTNERS LP - 870 SHS	16,250	19,800
ENTERPRISE PRODUCTS PARTNERS - 600	9,382	45,747
KINDER MORGAN ENERGY PARTNERS - 250	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MAGELLAN MIDSTREAM PRTNS - 860 SHS	6,038	15,185
PAA NATURAL GAS STORAGE LP - 950 SHS	0	0
SPECTRA ENERGY PARTNERS LP - 560 SHS	5,741	12,698
SUNOCO LOGISTICS PARTNERSHIP - 300 SHS	0	0
TC PIPELINES TCP - 290 SHS	8,130	13,076
WESTERN GAS PARTNERS LP - 300 SHS	0	0
WILLIAMS PARTNERS LP - 240 SHS	7,068	7,629
ENBRIDGE ENERGY PARTNERS LP - 700	0	0
ONEOK INC NEW OKE - 290	24,058	27,378
ARBOR REALTY TRUST INC - 500	2,548	3,330
ARCELORMITTAL-NY - 200	4,151	3,568
BHP BILLITON LTD - 100	7,175	6,820
CISCO SYSTEMS INC - 200	4,888	4,486
GOOGLE INC - 25	17,010	28,018
INTEL CORP - 300	15,057	15,573
ISHARES MSCI SWEDEN - 200	5,876	7,166
KKR & CO L P DEL - 500 SHS	9,806	12,170
JOHNSON & JOHNSON - 200	12,500	18,318
MOSAIC COMPANY - 100 SHS	5,895	4,727
NEWCASTLE INVESTMENT - 400	2,472	2,296
NEWMONT MINING CORP NEW - 200	9,880	4,606
NOVARTIS AG - 100	5,383	8,038
POTASH CORP OF SASKATCHEWAN INC - 100	4,666	3,296
ROYAL DUTCH SHELL PLC - 100	0	0
WASTE MGMT INC DEL - 100	7,446	8,974
BGC PARTNERS 8.125% - 300 SHS	7,500	7,764
CHARLES SCHWAB 6% - 500 SHS	12,500	10,995
FIRST POTOMAC 7.75% - 500 SHS	12,500	12,195
STAG INDUSTRIAL INC 9% - 700 SHS	19,210	18,592
UNITED TECHNOLOGIES CORP - 200	10,386	13,094

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCESS MIDSTREAM PARTNERS LP - 90 SHARES	3,481	5,092
ALLIANCE HOLDINGS GP LP - 180 SHARES	11,018	10,553
ALLIANCE RESOURCES PARTNERS LP - 210 SHARES	13,860	14,630
ALLSTATE CORP - 100 SHARES	5,265	5,454
AMERICAN EAGLE OUTFITTERS - 300 SHARES	4,262	4,320
AMERIGAS PARTNERS LP - 330 SHARES	13,776	14,708
ANWORTH MORTGAGE ASSET - 500 SHARES	2,320	2,105
ARM HOLDINGS PLC - 250 SHARES	9,604	13,683
ATMOS ENERGY CORP - 110 SHARES	4,408	4,996
BARRICK GOLD CORP - 500 SHARES	9,593	8,815
BIOMED REALTY TRUST INC - 700 SHARES	15,050	12,684
CDN IMPERIAL BK COMMERCE - 100 SHARES	8,436	8,541
DEERE & CO - 100 SHARES	8,455	9,133
DOMINION RES INC VA NEW - 145 SHARES	8,273	9,380
DUNKIN BRANDS GROUP INC - 200 SHARES	9,692	9,640
ENBRIDGE ENERGY MANAGEMENT LLC - 1039 SHARES	30,901	29,799
ENBRIDGE INC - 110 SHARES	5,037	4,805
ENBRIDGE INCOME FUND HOLDINGS - 330 SHARES	7,733	7,334
ENERGY TRANSFER EQUITY - 60 SHARES	3,321	4,904
ENERGY TRANSFER PARTNERS LP - 320 SHARES	2,015	18,320
EQUITY MIDSTREAM PARTNER LP - 140 SHARES	6,726	8,231
II-ISE CLOUD COMPUTING INDEX FUND - 200 SHARES	4,880	5,310
HOLLY ENERGY PARTNERS LP - 230 SHARES	7,997	7,436
HSBC HOLDINGS PLC - 200 SHARES	11,053	11,026
INTER PIPELINE LTD - 300 SHARES	7,303	7,313
INTERNATIONAL BUSINESS MACHINE CORP - 100 SHARES	19,923	18,757
ITC HOLDINGS CORP - 100 SHARES	8,887	9,582
KEYCORP NEW - 200 SHARES	2,644	2,684
KINDER MORGAN INC DEL - 430 SHARES	17,334	15,480
KINDER MORGAN MANAGEMENT LLC - 393 SHARES	32,505	29,734

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOTORS LIQUIDATION CO - 20.48962 SHARES	0	659
NATIONAL GRID PLC SPON ADRE NEW - 110 SHARES	6,430	7,185
NEW RESIDENTIAL INVESTMENT CORP	0	2,672
NGL ENERGY PARTNERS LP -380 SHARES	10,316	13,110
NIKE INC CLASS B - 100 SHARES	6,700	7,864
NORFOLK SOUTHERN CORP - 100 SHARES	7,625	9,283
NORTHEAST UTILITIES - 230 SHARES	9,785	9,750
NRG YIELD INC - 120 SHARES	3,484	4,801
NVIDIA CORP - 200 SHARES	3,006	3,204
QUESTAR CORP - 210 SHARES	5,174	4,828
SOUTHERN COPPER CORP - 200 SHARES	7,777	5,742
TEEKAY LNG PARTNERS LP - 420 SHARES	16,754	17,938
THE SOUTHERN COMPANY - 300 SHARES	13,408	12,333
TRANSCANADA CORP - 270 SHARES	12,697	12,328
TRANSMONTAIGNE PARTNERS LP - 240 SHARES	8,801	10,200
UGI CORP NEW - 300 SHARES	11,828	12,438
VODAFONE GROUP PLC - 400 SHARES	10,314	15,724
WALGREEN COMPANY - 200 SHARES	9,881	11,488
WILLIAMS COMPANIES - 260 SHARES	9,467	10,028

TY 2013 Investments - Other Schedule

Name: BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE

EIN: 86-6255502

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PIMCO R.E. REAL RETURN STRATE 6,981 SH	AT COST	0	0
FREEPORT-MCMORAN COPPER - 200	AT COST	0	0
PRUDENTIAL SECTORS FDS - 379.043 SHS	AT COST	12,384	17,504

TY 2013 Other Expenses Schedule

Name: BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE

EIN: 86-6255502

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISORY FEES	22,679	22,679		0
OTHER INVESTMENT EXPENSES	95	95		0
BROKER FEES	1,321	1,321		0

TY 2013 Other Income Schedule

Name: BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE

EIN: 86-6255502

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	2,276	2,276	2,276
OTHER PARTNERSHIP GAINS	214	214	214
SEC 1231 GAIN FROM PARTNERSHIP	169	169	169
OTHER PARTNERSHIP INCOME	46,885	46,885	46,885
RENTAL INCOME FROM PARTNERSHIP	4	4	4

TY 2013 Taxes Schedule

Name: BEDFORD FAMILY CHARITABLE TRUST
C/O STEVEN BEDFORD TRUSTEE
EIN: 86-6255502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	454	454		0
EXCISE TAX PAID	2,416	0		0

TY 2013 IRS Payment

Name:	BEDFORD FAMILY CHARITABLE TRUST C/O STEVEN BEDFORD TRUSTEE
EIN:	86-6255502
Routing Transit Number:	321081669
Bank Account Number:	97900003413
Type of Account:	Checking
Payment Amount in Dollars and Cents:	854
Requested Payment Date:	2014-11-13
Taxpayer's Daytime Phone Number:	(860) 489-9908