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: THE RANDS FOUNDATION

A Employer identification number: 87-0757900

Number and street (or P O box number if mail is not delivered to street address): 157 GROVE STREET | Room/suite:

B Telephone number: 781-326-6265

City or town, state or province, country, and ZIP or foreign postal code: WESTWOOD, MA 02090

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)* ▶$ 11,477,548.

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))

		(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	488,584.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,185.	1,185.		STATEMENT 1
	4 Dividends and interest from securities	208,999.	208,999.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	382,607.			
	b Gross sales price for all assets on line 6a 2,691,264.				
	7 Capital gain net income (from Part IV, line 2)		382,607.		
	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	615.	615.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,081,990.	593,406.		
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				
	b Accounting fees STMT 4	1,610.	0.		1,610.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	3,387.	3,387.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	3,147.	2,509.		638.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,144.	5,896.		2,248.
	25 Contributions, gifts, grants paid	445,000.			445,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	453,144.	5,896.		447,248.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	628,846.			
	b **Net investment income** (if negative, enter -0-)		587,510.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,369,050.	1,074,741.	1,074,741.
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			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 7	6,253,633.	7,171,024.	10,402,807.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	7,622,683.	8,245,765.	11,477,548.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds	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	7,622,683.	8,245,765.	
30 **Total net assets or fund balances**	7,622,683.	8,245,765.	
31 **Total liabilities and net assets/fund balances**	7,622,683.	8,245,765.	

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	7,622,683.
2 Enter amount from Part I, line 27a	2	628,846.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,251,529.
5 Decreases not included in line 2 (itemize) ▶ SECTION 4940 FEDERAL TAXES PAID	5	5,764.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,245,765.

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	2,691,264.		2,370,268.	382,607.

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				382,607.

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 — 382,607.

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	463,326.	8,953,573.	.051748
2011	397,502.	8,609,609.	.046170
2010	306,034.	7,451,025.	.041073
2009	331,681.	6,203,767.	.053464
2008	313,674.	6,948,673.	.045142

2	**Total** of line 1, column (d)	2	.237597
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	.047519
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,412,124.
5	Multiply line 4 by line 3	5	494,774.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,875.
7	Add lines 5 and 6	7	500,649.
8	Enter qualifying distributions from Part XII, line 4	8	447,248.

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 **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			1	11,750.
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	11,750.
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	11,750.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,800.		
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	3,800.
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	7,950.
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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		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 ▶ N/A

14 The books are in care of ▶ ROBERT D. RANDS Telephone no. ▶781-326-6265

Located at ▶157 GROVE STREET, WESTWOOD, MA ZIP+4 ▶02090

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
AMELIA R. RANDS 157 GROVE STREET WESTWOOD, MA 02090	TRUSTEE 0.00	0.	0.	0.
ROBERT D. RANDS 157 GROVE STREET WESTWOOD, MA 02090	TRUSTEE 0.00	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
NONE				

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 DONATIONS TO VARIOUS OTHER CHARITIES	445,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	9,239,734.
b	Average of monthly cash balances	1b	1,330,950.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,570,684.
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	10,570,684.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,560.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,412,124.
6	**Minimum investment return.** Enter 5% of line 5	6	520,606.

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	520,606.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 11,750.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,750.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	508,856.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	508,856.
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	508,856.

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	447,248.
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	447,248.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	447,248.

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				508,856.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			372,673.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 447,248.				
a Applied to 2012, but not more than line 2a			372,673.	
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				74,575.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				434,281.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

323581
10-10-13

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))

ROBERT D. RANDS

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 BAOBOB PO BOX 972 FRANKLIN, TN 37065	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
BEACON ACADEMY 477 LONGWOOD AVE BOSTON, MA 02215	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
BLESSED STEPHEN BELLESINI OSA ACADEMY 94 BRADFORD STREET LAWRENCE, MA 01840	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
BROADMOOR/AUDUBON 280 ELIOT ST NATICK, MA 01760	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
COLLEGE ACCESS PLAN 4583 MARMION WAY LOS ANGELES, CA 90065	NONE	PUBLIC CHARITY	CHARITABLE	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	445,000.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,185.	
4 Dividends and interest from securities			14	208,999.	
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	615.	
8 Gain or (loss) from sales of assets other than inventory			18	382,607.	
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.		593,406.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 593,406.

(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).

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

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

▶ [signature] 5/12/14 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK CONSTANCE, CPA	FRANK CONSTANCE, CPA	05/08/14		P00047999

Firm's name ▶ COLES & BODOIN, LLP — Firm's EIN ▶ 04-2620388

Firm's address ▶ 75 SECOND AVENUE NEEDHAM, MA 02494 — Phone no 781-455-1400

323622 10-10-13

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

THE RANDS FOUNDATION

Employer identification number

87-0757900

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
THE RANDS FOUNDATION	87-0757900

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	ROBERT D RANDS 157 GROVE STREET WESTWOOD, MA 02090	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	ROBERT D RANDS 157 GROVE STREET WESTWOOD, MA 02090	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	ROBERT D RANDS AND AMELIA R RANDS 157 GROVE STREET WESTWOOD, MA 02090	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
4	ROBERT D RANDS AND AMELIA R RANDS 157 GROVE STREET WESTWOOD, MA 02090	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
5	ROBERT D RANDS 157 GROVE STREET WESTWOOD, MA 02090	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
6	ROBERT D RANDS AND AMELIA R RANDS 157 GROVE STREET WESTWOOD, MA 02090	$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE RANDS FOUNDATION	87-0757900

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	91 SH APPLE	$ 40,551.	01/25/13
2	3311.625 SH YACHTMAN FUND	$ 77,856.	12/29/13
3	156 SH APPLE	$ 69,515.	01/25/13
4	466 SH IBM	$ 87,645.	08/09/13
5	472 SH IBM	$ 88,774.	08/09/13
6	2375 SH MICROSOFT	$ 74,243.	09/06/13

Name of organization	Employer identification number
THE RANDS FOUNDATION	87-0757900

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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1	1,185.	1,185.	
TOTAL TO PART I, LINE 3	1,185.	1,185.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY BROKERAGE SERVICES LLC	208,415.	0.	208,415.	208,415.	
FROM K-1	584.	0.	584.	584.	
TO PART I, LINE 4	208,999.	0.	208,999.	208,999.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM K-1	91.	91.	
OTHER INCOME FROM K-1	524.	524.	
TOTAL TO FORM 990-PF, PART I, LINE 11	615.	615.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,610.	0.		1,610.
TO FORM 990-PF, PG 1, LN 16B	1,610.	0.		1,610.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,387.	3,387.		0.
TO FORM 990-PF, PG 1, LN 18	3,387.	3,387.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	250.	0.		250.
OFFICE EXPENSES	388.	0.		388.
EXPENSES FROM PASSTHROUGH	2,509.	2,509.		0.
TO FORM 990-PF, PG 1, LN 23	3,147.	2,509.		638.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY SECURITIES	COST	7,171,024.	10,402,807.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,171,024.	10,402,807.

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
AMAZON COM INC, AMZN, 023135106										
Sale	03/20/13	06/29/12	199 000	51,167 27	44,933 18	6,234 09				
Sale	03/20/13	07/10/12	44 000	11,313 37	9,964 27	1,349 10				
Sale	03/20/13	07/13/12	34 000	8,742 15	7,300 61	1,441 54				
Sale	03/20/13	07/17/12	46 000	11,827 61	9,914 97	1,912 64				
Sale	03/20/13	07/18/12	34 000	8,742 15	7,383 57	1,358 58				
Sale	03/20/13	07/19/12	45 000	11,570 48	10,002 45	1,568 03				
Subtotals				**103,363.03**	**89,499.05**					
E M C CORP MASS, EMC, 268648102										
Sale	01/14/13	06/06/12	500 000	11,949 87	12,065 45	-115 58				
Sale	01/14/13	06/06/12	22 000	525 79	530 64	-4 85				
Sale	01/14/13	06/06/12	100 000	2,389 97	2,411 50	-21 53				
Subtotals				**14,865.63**	**15,007.59**					
EGA EMERGING GLOBAL SHS TR EGSHARES EMER, ECON, 268461779										
Sale	06/19/13	12/11/12	114 000	2,850 06	2,956 17	-106 11				
Sale	06/19/13	12/12/12	200 000	4,999 91	5,224 49	-224 58				
Sale	06/19/13	12/12/12	286 000	7,150 16	7,471 02	-320 86				
Sale	06/19/13	12/12/12	88 000	2,199 96	2,298 78	-98 82				
Sale	06/19/13	12/13/12	574 000	14,349 75	15,000 03	-650 28				
Sale	06/19/13	01/02/13	174 000	4,345 31	4,673 27	-327 96				
Sale	06/19/13	01/02/13	570 000	14,275 23	15,309 00	-1,033 77				
Sale	06/19/13	01/10/13	930 000	23,291 16	24,984 59	-1,693 43				

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

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
EGA EMERGING GLOBAL SHS TR EGSHARES EMER, ECON, 268461779										
Sale	06/19/13	01/11/13	100 000	2,499 95	2,656 38	-156 43				
Sale	06/19/13	01/11/13	126 000	3,146 60	3,347 04	-200 44				
Sale	06/19/13	01/11/13	338 000	8,449 85	8,978 56	-528 71				
Sale	06/20/13	12/10/12	774 000	18,639 74	19,980 87	-1,341 13				
Sale	06/20/13	12/10/12	326 000	7,850 84	8,410 21	-559 37				
Sale	06/20/13	12/10/12	643 000	15,483 17	16,588 25	-1,105 08				
Sale	06/20/13	12/11/12	657 000	15,820 28	17,036 87	-1,216 59				
Subtotals				**145,351.97**	**154,915.53**					
FACEBOOK INC COM USD0 000006 CL A, FB, 30303M102										
Sale	05/23/13	01/02/13	1,626 000	41,053 63	45,009 13	-3,955 50				
Sale	05/23/13	01/03/13	200 000	5,049 65	5,657 95	-608 30				
Sale	05/23/13	01/03/13	1,038 000	26,207 67	29,330 66	-3,122 99				
Sale	05/23/13	01/04/13	349 000	8,811 64	10,001 91	-1,190 27				
Sale	05/23/13	02/12/13	543 000	13,709 79	14,987 15	-1,277.36				
Sale	05/23/13	02/25/13	545 000	13,760 29	14,987 82	-1,227 53				
Sale	05/23/13	02/27/13	372 000	9,392 34	9,988 71	-596 37				
Sale	05/23/13	03/20/13	769 000	19,415 90	19,992 26	-576 36				
Sale	05/23/13	04/25/13	574 000	14,492 49	15,005 19	-512 70				
Subtotals				**151,893.40**	**164,960.78**					
LVMH MOET-HENNESSY LOUIS VUITTON EUR0 30, LVMHF, F58485115										
Sale	03/19/13	02/01/13	550 000	93,556 86	106,073 53	-12,516 67				

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

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

Copy B for Recipient. OMB NO 1545-0715

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
MICROSOFT CORP, MSFT, 594918104										
Sale	04/15/13	04/10/13	350 000	10,009 77	10,463 76	-453 99				
Sale	04/15/13	04/10/13	350 000	10,001 82	10,463 76	-461 94				
Sale	09/04/13	11/26/12	1,000 000	31,171 31	27,452 95	3,718 36				
Sale	09/04/13	03/06/13	500 000	15,585 68	13,955 45	1,630 23				
Subtotals				**66,768.58**	**62,335.92**					
PIMCO ETF TR ENHANCED SHORT MATURITY STR, MINT, 72201R833										
Sale	04/10/13	01/07/13	1,000 000	101,516 77	101,487 85	28 92				
PIMCO ETF TRUST TOTAL RETURN EXCHG-TRADE, BOND, 72201R775										
Sale	08/16/13	11/28/12	400 000	41,804 62	44,074 51	-2,269 89				
SWATCH GROUP CHF2 25(BR) ISIN #CH0012255, SWGAF, H83949141										
Sale	06/20/13	02/01/13	180 000	97,056 23	103,539 02	-6,482 79				
TWITTER INC COM USD0 000005, TWTR, 90184L102										
Sale	11/22/13	11/07/13	100 000	4,119 97	2,600 00	1,519 97				
TOTALS				820,297.06	844,493.78			0.00		
	Box A Short-Term Realized Gain					**20,761.46**				
	Box A Short-Term Realized Loss					**-44,958.18**				
	Box A Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ABBVIE INC COM USD0 01, ABBV, 00287Y109										
Sale	01/04/13	01/26/11	318 000	10,961 54	7,790 70	3,170 84				
Sale	01/04/13	02/11/11	219 000	7,548 98	5,198 40	2,350 58				
Sale	01/04/13	08/08/11	204 000	7,031 93	5,198 90	1,833 03				
Sale	01/04/13	08/09/11	207 000	7,135 34	5,190 56	1,944 78				
Sale	01/04/13	08/10/11	210 000	7,238 73	5,187 46	2,051 27				
Subtotals				**39,916.52**	**28,566.02**					
APPLE INC, AAPL, 037833100										
Sale	01/09/13	06/21/11	79 000	41,150 29	25,013 82	16,136 47				
Sale	01/09/13	06/30/11	29 000	15,105 81	9,725 56	5,380 25				
Sale	01/09/13	08/25/11	28 000	14,584 92	10,371 96	4,212 96				
Sale	01/22/13	01/17/12	23 000	11,524 65	9,780 88	1,743 77				
Sale	01/22/13	01/18/12	35 000	17,537 51	14,995 30	2,542 21				
Sale	01/29/13	05/06/09	4 000	1,822 78	1,822 78	0 00				
Sale	03/04/13	05/06/09	72 000	30,233 89	30,233 89	0 00				
Sale	03/04/13	05/14/09	40 000	16,796 60	16,796 60	0 00				
Sale	03/04/13	05/18/09	40 000	16,796 61	16,796 61	0 00				
Subtotals				**165,553.06**	**135,537.40**					
E M C CORP MASS, EMC, 268648102										
Sale	01/14/13	08/09/11	269 000	6,429 03	6,035 94	393 09				
Sale	01/14/13	08/09/11	400 000	9,559 91	8,963 52	596 39				
Sale	01/14/13	09/20/11	446 000	10,659 29	10,002 81	656.48				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
E M C CORP MASS, EMC, 268648102										
Sale	02/21/13	09/19/11	675 000	15,807 92	14,999 70	808 22				
Sale	02/21/13	09/21/11	345 000	8,079 60	7,497 90	581 70				
Sale	02/21/13	09/29/11	470 000	11,006 99	10,003 68	1,003 31				
Subtotals				**61,542.74**	**57,503.55**					
MICROSOFT CORP, MSFT, 594918104										
Sale	09/04/13	10/10/11	100 000	3,117 13	2,659 83	457 30				
Sale	09/04/13	10/10/11	900 000	28,054 18	23,867 01	4,187 17				
Subtotals				**31,171.31**	**26,526.84**					
PIMCO ETF TRUST TOTAL RETURN EXCHG-TRADE, BOND, 72201R775										
Sale	08/16/13	07/20/12	800 000	83,609 24	85,935 95	-2,326 71				
TOTALS				381,792.87	334,069.76			0.00		
	Box D Long-Term Realized Gain					**50,049.82**				
	Box D Long-Term Realized Loss					**-2,326.71**				
	Box D Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ABBVIE INC COM USD0 01, ABBV, 00287Y109										
Sale	01/04/13	05/21/10	100 000	3,447 12	2,416 59	1,030 53				
Sale	01/04/13	05/21/10	100 000	3,447 17	2,416 59	1,030 58				
Sale	01/04/13	05/21/10	123 000	4,239 71	2,972 40	1,267 31				
Sale	01/04/13	05/24/10	315 000	10,857 80	7,804 09	3,053 71				
Sale	01/04/13	05/26/10	313 000	10,788 87	7,785 51	3,003 36				
Sale	01/04/13	05/27/10	105.000	3,619 27	2,592 65	1,026 62				
Sale	01/04/13	06/02/10	100 000	3,446 92	2,433 46	1,013 46				
Sale	01/04/13	06/02/10	6 000	206 82	150 16	56 66				
Sale	01/04/13	06/03/10	4 000	137 88	99 34	38.54				
Sale	01/04/13	06/03/10	74 000	2,550 72	1,840 95	709 77				
Sale	01/04/13	06/03/10	26 000	896 23	646 82	249 41				
Sale	01/04/13	06/10/10	105 000	3,619 38	2,586 85	1,032 53				
Sale	01/04/13	06/21/10	154 000	5,308 42	3,896 76	1,411 66				
Sale	01/04/13	06/28/10	105 000	3,619 38	2,586 31	1,033 07				
Sale	01/04/13	07/22/10	101 000	3,481 50	2,596 51	884 99				
Sale	01/04/13	08/25/10	100 000	3,447 03	2,583 32	863 71				
Sale	01/04/13	11/01/10	147 000	5,067 13	3,896 42	1,170 71				
Sale	01/04/13	12/16/10	104 000	3,584 91	2,597 90	987 01				
Subtotals				**71,766.26**	**51,902.63**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
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8 Description, **1d**:Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
APPLE INC, AAPL, 037833100										
Sale	01/29/13	05/06/09	24 000	10,939 10	3,144 96	7,794 14				
Sale	01/29/13	05/06/09	76 000	34,640 47	9,959 03	24,681 44				
Sale	01/29/13	05/06/09	91 000	41,468 31	41,678 00	-209 69				
Sale	01/29/13	05/06/09	40 000	18,227 83	5,241 60	12,986 23				
Sale	01/29/13	05/06/09	12 000	5,468 35	1,572 48	3,895 87				
Sale	03/04/13	05/14/09	40 000	16,796 60	4,910 40	11,886 20				
Sale	03/04/13	05/18/09	32 000	13,437 28	3,970 88	9,466 40				
Subtotals				**140,977.94**	**70,477.35**					
ARTISAN MID CAP VALUE, ARTQX, 04314H709										
Sale	01/23/13	03/16/09	1,816 530	39,981 83	37,765 66	2,216 17				
E M C CORP MASS, EMC, 268648102										
Sale	01/14/13	04/23/09	987 000	23,589 05	23,406 71	182 34				
FIDELITY NEW MARKETSINCOME, FNMIX, 315910836										
Sale	06/20/13	07/13/10	1,583 374	25,128 14	24,463 13	665 01				
Sale	06/20/13	07/26/10	2,232 143	35,424 11	35,000 00	424 11				
Sale	06/20/13	08/10/10	936 330	14,859 56	'5,000 00	-140 44				
Sale	06/20/13	08/16/10	624 220	9,906 37	:0,000 00	-93 63				
Sale	06/20/13	08/19/10	1,233 806	19,580 50	20,000 00	-419 50				
Sale	06/20/13	05/02/11	1,266 624	20,101 32	20,000 00	101 32				
Sale	08/21/13	05/27/10	1,662 234	26,080 45	25,000 00	1,080 45				
Sale	08/21/13	06/21/10	2,283 105	35,821 92	35,000 00	821 92				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

Copy B for Recipient OMB NO 1545-0715

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
FIDELITY NEW MARKETSINCOME, FNMIX, 315910836										
Sale	08/21/13	06/23/10	2,287 582	35,892 16	35,000 00	892 16				
Sale	08/21/13	07/06/10	654 022	10,261 61	10,000 00	261 61				
Sale	08/21/13	07/13/10	34 749	545 21	536 87	8 34				
Subtotals				**233,601.35**	**230,000.00**					
INTL BUSINESS MACH, IBM, 459200101										
Sale	08/14/13	02/26/09	250 000	47,227 06	47,020 00	207 06				
Sale	08/14/13	02/26/09	300 000	56,672 47	56,424 00	248 47				
Sale	08/14/13	03/10/09	60 000	11,334 49	11,284 80	49 69				
Sale	08/14/13	03/10/09	60 000	11,334 49	11,284 80	49 69				
Sale	08/14/13	03/12/09	56 000	10,578 86	10,532 48	46 38				
Sale	08/14/13	03/12/09	56 000	10,578 86	10,532 48	46 38				
Sale	08/14/13	03/18/09	100 000	18,890 82	18,808 00	82 82				
Sale	08/14/13	03/18/09	56 000	10,578 87	10,532 48	46 39				
Subtotals				**177,195.92**	**176,419.04**					
ISHARES S&P NATL AMTFREE MUNI BND FND, MUB, 464288414										
Sale	03/08/13	10/12/11	300 000	33,134.29	31,479 00	1,655 29				
Sale	03/08/13	10/12/11	53 000	5,853 72	5,561 29	292 43				
Sale	03/08/13	10/12/11	447 000	49,370 09	46,901 48	2,468 61				
Subtotals				**88,358.10**	**83,941.77**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
MICROSOFT CORP, MSFT, 594918104										
Sale	09/04/13	02/25/09	1 000 000	31,171 31	17,168 00	14,003 31				
Sale	09/04/13	03/03/09	300 000	9,351 39	4,774 34	4,577 05				
Sale	09/04/13	03/10/09	300 000	9,351 39	4,853 00	4,498 39				
Sale	09/04/13	03/12/09	300 000	9,351 39	4,963 34	4,388 05				
Sale	09/04/13	04/17/09	160 000	4,987 41	3,082 85	1,904 56				
Sale	09/10/13	02/25/09	1 200 000	38,365 19	37,512 00	853 19				
Sale	09/10/13	03/03/09	315 000	10,070 86	9,847 00	223 86				
Sale	09/10/13	03/10/09	64 000	2,046 14	2,001 00	45 14				
Sale	09/10/13	03/10/09	236 000	7,545 15	7,377 00	168 15				
Sale	09/10/13	03/12/09	300 000	9,591 30	9,378 00	213 30				
Sale	09/10/13	04/17/09	260 000	8,312 47	8,128 00	184 47				
Subtotals				**140,144.00**	**109,084.53**					
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	01/07/13	03/11/08	0 000	26 16	15 51	10 65				
Principal	01/07/13	03/13/08	0 000	15 23	9 21	6 02				
Principal	01/07/13	05/13/08	0 000	15 76	8 38	7 38				
Principal	01/07/13	08/21/08	0 000	21 01	10 70	10 31				
Principal	01/07/13	10/30/08	0 000	10 51	4 85	5 66				
Principal	01/07/13	10/30/08	0 000	15 75	7 27	8 48				
Principal	02/21/13	03/11/08	0 000	27 03	16 72	10 31				
Principal	02/21/13	03/13/08	0 000	15 74	9 92	5 82				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

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Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	02/21/13	05/13/08	0 000	16 28	9 03	7 25				
Principal	02/21/13	08/21/08	0 000	21 71	11 53	10 18				
Principal	02/21/13	10/30/08	0 000	10 86	5 23	5 63				
Principal	02/21/13	10/30/08	0 000	16 28	7 83	8 45				
Principal	03/12/13	03/11/08	0 000	26 26	16 07	10 19				
Principal	03/12/13	03/13/08	0 000	15 29	9 54	5 75				
Principal	03/12/13	05/13/08	0 000	15 82	8 68	7 14				
Principal	03/12/13	08/21/08	0 000	21 09	11 09	10 00				
Principal	03/12/13	10/30/08	0 000	10 55	5.02	5 53				
Principal	03/12/13	10/30/08	0 000	15 82	7 53	8 29				
Sale	04/03/13	03/13/08	290 000	43,679 86	27,895 57	15,784 29				
Principal	04/09/13	03/11/08	0 000	26 89	16 64	10 25				
Principal	04/09/13	05/13/08	0 000	16 20	8 99	7 21				
Principal	04/09/13	08/21/08	0 000	21 60	11 47	10 13				
Principal	04/09/13	10/30/08	0 000	10 80	5 20	5 60				
Principal	04/09/13	10/30/08	0 000	16 20	7 79	8 41				
Sale	04/12/13	03/11/08	498 000	72,224 40	46,994 69	25,229 71				
Sale	04/12/13	05/13/08	300 000	43,508 67	25,383 08	18,125 59				
Sale	04/12/13	08/21/08	102 000	14,792 95	8,265 54	6,527 41				
Sale	04/16/13	08/21/08	298 000	39,615.54	24,148 35	15,467 19				
Sale	04/16/13	10/30/08	200 000	26,587 61	14,682 96	11,904 65				
Sale	04/16/13	10/30/08	300 000	39,881 42	22,014 67	17,866 75				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THE RANDS FOUNDATION

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FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions**

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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Subtotals				**280,699.29**	**169,609.06**					
VANGUARD INTERMED TRM INVST GR INVEST, VFICX, 922031885										
Sale	01/07/13	12/01/08	14,970 060	154,191 62	125,075 00	29,116 62				
Sale	01/07/13	12/03/08	11,918 951	122,765 20	100,075 00	22,690 20				
Sale	01/07/13	12/31/08	123 447	1,271 50	1,067 82	203 68				
Sale	01/07/13	01/30/09	125 345	1,291 05	1,082 98	208 07				
Sale	01/07/13	02/27/09	116 634	1,201 33	987 89	213 44				
Sale	01/07/13	03/27/09	25 712	264 83	218 04	46 79				
Sale	01/07/13	03/27/09	54 638	562 77	463 33	99 44				
Sale	01/07/13	03/31/09	127 106	1,309 19	1,079 13	230 06				
Sale	01/07/13	04/30/09	123 233	1,269 30	1,067 20	202 10				
Sale	01/07/13	05/29/09	126 129	1,299 13	1,123 81	175 32				
Sale	01/07/13	06/30/09	122 897	1,265 84	1,113 45	152 39				
Sale	01/07/13	07/31/09	123 117	1,268 11	1,153 61	114 50				
Sale	01/07/13	08/31/09	124 368	1,280 99	1,181 50	99 49				
Sale	01/07/13	09/30/09	119 341	1,229 21	1,148 06	81 15				
Sale	01/07/13	10/30/09	122 497	1,261 72	1,185 77	75 95				
Sale	01/07/13	11/30/09	109 533	1,128 19	1,074 52	53 67				
Subtotals				**292,859.98**	**239,097.11**					

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THE RANDS FOUNDATION

Account No **Z67-865540** Customer Service CALL ADVISOR
Recipient ID No **87-0757900** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

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(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TOTALS				1,489,173.72	1,191,703.86			0.00		
		Box E Long-Term Realized Gain				298,333.12				
		Box E Long-Term Realized Loss				-863.26				
		Box E Wash Sale Loss Disallowed					0.00			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011 Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities

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

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	FIDELITY (SEE ATTACHED DETAIL)	P	VARIOUS	
b	FIDELITY (SEE ATTACHED DETAIL)	P	VARIOUS	
c	FIDELITY (SEE ATTACHED DETAIL)	P	VARIOUS	
d	FROM K-1		VARIOUS	
e	FROM K-1		VARIOUS	
f	SECTION 1231		VARIOUS	
g	FIDELITY CAP GNS DISTRIBUTIONS		VARIOUS	
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	820,297.		844,494.	<24,197.>
b	381,793.		334,070.	47,723.
c	1,489,174.		1,191,704.	297,470.
d				58.
e				3,723.
f				598.
g				57,232.
h				
i				
j				
k				
l				
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				<24,197.>
b				47,723.
c				297,470.
d				58.
e				3,723.
f				598.
g				57,232.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	382,607.
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 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
ESPERANZA ACADEMY 198 GARDEN STREET LAWRENCE, MA 01840	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVE. NEW LONDON, CT 06320	NONE	PUBLIC CHARITY	CHARITABLE	40,000.
FIRST PARISH UNITARIAN UNIVERSALIST 1893 NORTH VASCO ROAD LIVERMORE, CA 94551	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
FIRST PARISH UNITARIAN UNIVERSALIST 23 DEDHAM AVE NEEDHAM, MA 02492	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
HORIZONS AT DEDHAM COUNTRY DAY 90 SANDY VALLEY ROAD DEDHAM, MA 02026	NONE	PUBLIC CHARITY	CHARITABLE	12,500.
MATH POWERS 360 HUNTINGTON AVE BOSTON, MA 02215	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
UUSC COLLEGE OF SOCIAL JUSTICE 689 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	CHARITABLE	75,000.
NATIVITY BOSTON 39 LAMARTINE ST JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
NATIVITY NEW BEDFORD 66 SPRING ST NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	CHARITABLE	27,500.
NATIVITY WORCESTER 67 LINCOLN ST WORCESTER, MA 01605	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
Total from continuation sheets				315,000.

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
OUR SISTERS SCHOOL 145 BROWNELL AVENUE NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
SPARK THE WAVE PO BOX 40038 WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
Total from continuation sheets				