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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.

▶ 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

03/01

, 2013, and ending

02/28, 2014

Name of foundation **LYDIA COLLINS DEFOREST CHAR TR U/W****BANK OF AMERICA, NA**

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

Room/suite

A Employer identification number

03-0433603

B Telephone number (see instructions)

888-866-3275

P O BOX 1802

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

PROVIDENCE, RI 02901-1802

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 10,353,516.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	224,630.	219,776.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	589,106.			
b Gross sales price for all assets on line 6a	2,619,151.			
7 Capital gain net income (from Part IV, line 2)		589,106.		
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)	139.	57.		STMT 2
12 Total. Add lines 1 through 11	813,875.	808,939.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	90,579.	54,348.		36,232.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	14,207.	3,707.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	8.	1,025.		
24 Total operating and administrative expenses. Add lines 13 through 23	106,044.	59,080.	NONE	37,482.
25 Contributions, gifts, grants paid	450,000.			450,000.
26 Total expenses and disbursements. Add lines 24 and 25	556,044.	59,080.	NONE	487,482.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	257,831.			
b Net investment income (if negative, enter -0-)		749,859.		
c Adjusted net income (if negative, enter -0-)				

SCANNED JUL 10 2014

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		336,546.	319,672.	319,672.
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)				
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)		8,809,012.	9,133,180.	10,033,844.
	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)		9,145,558.	9,452,852.	10,353,516.
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		9,145,558.	9,452,852.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		9,145,558.	9,452,852.	
	31 Total liabilities and net assets/fund balances (see instructions)		9,145,558.	9,452,852.	

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	9,145,558.
2 Enter amount from Part I, line 27a	2	257,831.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	53,392.
4 Add lines 1, 2, and 3	4	9,456,781.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	3,929.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,452,852.

Form 990-PF (2013)

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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 2,172,616.		1,701,045.	471,571.		
b 446,535.		329,000.	117,535.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
a			471,571.		
b			117,535.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	589,106.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	478,555.	9,435,410.	0.050719
2011	489,338.	9,431,411.	0.051884
2010	417,973.	8,959,723.	0.046650
2009	373,644.	8,014,912.	0.046619
2008	358,901.	8,531,702.	0.042067
2 Total of line 1, column (d)			2 0.237939
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 0.047588
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,953,954.
5 Multiply line 4 by line 3			5 473,689.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,499.
7 Add lines 5 and 6			7 481,188.
8 Enter qualifying distributions from Part XII, line 4			8 487,482.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,499.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	7,499.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,499.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,300.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,300.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,801.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 5,801. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ		
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. STMT 10		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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year		15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <u></u>		
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. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
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

Form 990-PF (2013)

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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
BANK OF AMERICA, NA 1125 ROUTE 22 WEST, BRIDGEWATER, NJ 08807	TRUSTEE 40	66,049.	-0-	-0-
ROBERT B. BOURNE 382 SPRINGFIELD AVENUE, SUMMITT, NJ 07901-2707	CO-TRUSTEE 2	12,265.	-0-	-0-
JEAN F. MARANO 27 STONEGATE DRIVE, SUMMITT, NJ 07069	CO-TRUSTEE 40	12,265.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2013)

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	9,876,477.
b	Average of monthly cash balances	1b	229,060.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,105,537.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,105,537.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,583.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	9,953,954.
6	Minimum investment return. Enter 5% of line 5	6	497,698.

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	497,698.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,499.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,499.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	490,199.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	490,199.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	490,199.

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	487,482.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	487,482.
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	7,499.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	479,983.

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				490,199.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			12,496.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 487,482.				
a Applied to 2012, but not more than line 2a . . .			12,496.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				474,986.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				15,213.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ☒ 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	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACH	SEE ATTACHED SCHEDULE	450,000.
Total			▶ 3a	450,000.
b Approved for future payment				
Total			▶ 3b	

28

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	656.	656.
FOREIGN DIVIDENDS	28,773.	28,773.
NONDIVIDEND DISTRIBUTIONS	4,854.	
DOMESTIC DIVIDENDS	67,996.	67,996.
OTHER INTEREST	59,797.	59,797.
FOREIGN INTEREST	3,410.	3,410.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	6,066.	6,066.
NONQUALIFIED FOREIGN DIVIDENDS	3,407.	3,407.
NONQUALIFIED DOMESTIC DIVIDENDS	49,671.	49,671.
	-----	-----
TOTAL	224,630.	219,776.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	139.	57.
PARTNERSHIP INCOME		
TOTALS	----- 139. =====	----- 57. =====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	703.	703.
EXCISE TAX ESTIMATES	10,500.	
FOREIGN TAXES ON QUALIFIED FOR	2,499.	2,499.
FOREIGN TAXES ON NONQUALIFIED	505.	505.
-----	-----	-----
TOTALS	14,207.	3,707.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER INVESTMENT FEE PARTNERSHIP EXPENSES	8.	8. 1,017.
TOTALS	8.	1,025.
	=====	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
CTF ADJU	45,887.
PARTNERSHIP ADJU	7,505.

TOTAL	53,392.
	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
SECURITIES ADJU	850.
2014 GAINS/LOSS ADJU	3,079.

TOTAL	3,929.
	=====

03-0433603

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GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -10,083.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-10,083.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 147,123.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-7,505.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

139,618.00
=====

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

=====

NO FILING IS REQUIRED FOR THE STATE OF NEW JERSEY

FEDERAL FOOTNOTES
=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

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03-0433603
Balance Sheet
02/28/2014



Cusip	Asset	Units	Basis	Market Value
G60754101	MICHAEL KORS HLDGS LTD	550.000	26,079.94	53,916.50
99Z466163	HIGH QUALITY CORE COMMON TRUST	71721.479	782,244.62	884,447.76
993361880	GOVERNMENT CREDIT CTF	279930.887	2,399,147.97	2,238,747.27
928563402	VMWARE INC	543.000	40,562.05	52,155.15
92826C839	VISA INC	201.000	17,981.58	45,413.94
92532F100	VERTEX PHARMACEUTICALS INC	542.000	40,307.00	43,826.12
922908553	VANGUARD REIT	5500.000	386,030.15	389,015.00
922042858	VANGUARD FTSE EMERGING MKTS	1050.000	46,127.45	40,834.50
88160R101	TESLA MTRS INC	225.000	32,551.34	55,082.25
872540109	TJX COS INC NEW	671.000	31,144.27	41,239.66
848637104	SPLUNK INC	151.000	14,176.45	14,005.25
79466L302	SALESFORCE COM INC	897.000	17,284.12	55,945.89
756577102	RED HAT INC	868.000	39,210.09	51,203.32
74441C808	PRUDENTIAL JENNISON MID-CAP	9681.234	311,638.92	403,320.21
741503403	PRICELINE COM INC	47.000	9,221.43	63,395.48
740189105	PRECISION CASTPARTS CORP	183.000	24,057.05	47,192.04
73935S105	POWERSHARES DB COMMODITY	4900.000	138,566.61	128,037.00
722005667	PIMCO COMMODITY REALRETURN	53499.418	415,000.00	316,181.56
716933106	PHARMACYCLICS INC	155.000	20,691.89	21,492.30
693390841	PIMCO HIGH YIELD FD	29896.907	290,000.00	291,793.81
61166W101	MONSANTO CO	390.000	38,294.85	42,907.80
58733R102	MERCADOLIBRE INC	424.000	50,778.94	44,172.32
53578A108	LINKEDIN CORP	195.000	22,848.33	39,787.80
52106N889	LAZARD EMERGING MKTS EQUITY	24517.057	478,426.00	430,519.52
464287655	ISHARES RUSSELL 2000 ETF	2100.000	193,830.00	246,792.00
45399C107	DIVIDEND INCOME COMMON TRUST	31785.735	1,289,744.37	1,473,933.14
452327109	ILLUMINA INC	165.000	26,595.37	28,295.85
411511306	HARBOR INTERNATIONAL FUND	5271.602	361,842.76	376,445.10
38259P508	GOOGLE INC	41.000	20,130.84	49,841.65
375558103	GILEAD SCIENCES INC	532.000	17,460.29	44,044.28
354613101	FRANKLIN RES INC	459.000	16,020.42	24,441.75
311900104	FASTENAL CO	1117.000	53,575.13	52,711.23
303995997	SMALL CAP VALUE CTF	8588.140	182,767.52	203,149.88
30303M102	FACEBOOK INC	583.000	12,997.64	39,912.18

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03-0433603
Balance Sheet
02/28/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
302993993	MID CAP VALUE CTF	9592.478	233,509.09	264,621.94
30249U101	FMC TECHNOLOGIES INC	947.000	30,564.77	47,577.28
26875P101	EOG RES INC	219.000	19,466.03	41,482.98
25470F104	DISCOVERY COMMUNICATIONS INC	404.000	35,092.38	33,661.28
207543877	SMALL CAP GROWTH LEADERS CTF	9809.327	173,150.70	211,872.63
19765N468	COLUMBIA INTERMEDIATE BOND	26459.207	233,370.20	240,778.78
19765J830	COLUMBIA MID CAP VALUE FUND	7921.536	103,107.34	147,895.08
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	419.000	21,308.85	43,601.14
151020104	CELGENE CORP	262.000	14,131.02	42,116.50
110122108	BRISTOL MYERS SQUIBB CO	457.000	24,136.87	24,572.89
09062X103	BIOGEN IDEC INC	115.000	10,940.00	39,178.20
056752108	BAIDU INC	223.000	15,970.21	38,117.39
042068106	ARM HLDGS PLC	776.000	32,035.37	38,955.20
023135106	AMAZON COM INC	113.000	9,535.54	40,917.30
018490102	ALLERGAN INC	224.000	14,263.76	28,448.00
015351109	ALEXION PHARMACEUTICALS INC	180.000	5,671.81	31,824.00
008882532	INVESCO INTL GROWTH FUND	11294.821	309,591.05	384,023.91
	Cash/Cash Equivalent	319672.420	319,672.42	319,672.42
		Totals:	9,452,852.80	10,353,516.43

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

Posting Date	Distribution	Relationship to Substantial Contributor	Purpose	Foundation Status of Recipient	Amount
2/28/2014	BRIDGES OUTREACH, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000.00)
2/28/2014	CAREER GEAR, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (5,000.00)
2/28/2014	CALVARY EPISCOPAL CHURCH	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000.00)
2/28/2014	CHALLENGED CHILDRENS CHARITIES	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000.00)
2/28/2014	COMMUNITY HOPE, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (20,000.00)
2/28/2014	CRAWFORD HOUSE, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (15,000.00)
2/28/2014	FAMILY AND CHILDRENS SERVICES	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (15,000.00)
2/28/2014	GREATER NEWARK CONSERVANCY, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000.00)
2/28/2014	HABCORE, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (15,000.00)
2/28/2014	HELEN KELLER INTERNATIONAL INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000.00)
2/28/2014	INCARNATION CENTER, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000.00)
2/28/2014	LIGHTHOUSE INTERNATIONAL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (40,000.00)
2/28/2014	LITTLE HILL FOUNDATION FOR THE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (15,000.00)
2/28/2014	NJ FOUNDATION FOR THE BLIND	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (15,000.00)
2/28/2014	OPTOMETRIC CENTER OF NEW YORK	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000.00)
2/28/2014	POLARIS PROJECT	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (15,000.00)
2/28/2014	SOUTH JERSEY EYE CENTER, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (15,000.00)
2/28/2014	ST. PAULS COMMUNITY DEVELOPMENT	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (20,000.00)
2/28/2014	ST. PHILIPS ACADEMY NEWARK, INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (40,000.00)
2/28/2014	THE EPISCOPAL DIOCESE OF NEWARK	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (40,000.00)
2/28/2014	FAMILY PROMISE OF BERGEN COUNTY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (40,000.00)
			TOTAL		\$ (450,000.00)