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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning APR 1, 2013, and ending MAR 31, 2014

Name of foundation
THE MARTIN FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1936 S.EASTON ROAD, 2ND FLOOR

City or town, state or province, country, and ZIP or foreign postal code
DOYLESTOWN, PA 18901

G Check all that apply
☐ Initial return
☐ Final return
☐ Address change
☐ Initial return of a former public charity
☐ Amended return
☐ 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)
\$ 3,878,510. (Part I, column (d) must be on cash basis)

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

A Employer identification number
23-2182719

B Telephone number
267-247-5036

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		72,949.	72,949.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		170,537.			
b Gross sales price for all assets on line 6a		1,039,912.			
7 Capital gain net income (from Part IV, line 2)			170,537.		
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					
12 Total. Add lines 1 through 11		243,486.	243,486.		
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 2		2,806.	2,806.		0.
c Other professional fees STMT 3		10,066.	10,000.		66.
17 Interest					
18 Taxes STMT 4		85.	0.		85.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		3,244.	99.		3,145.
24 Total operating and administrative expenses. Add lines 13 through 23		16,201.	12,905.		3,296.
25 Contributions, gifts, grants paid		166,000.			166,000.
26 Total expenses and disbursements. Add lines 24 and 25		182,201.	12,905.		169,296.
27 Subtract line 26 from line 12		61,285.			
a Excess of revenue over expenses and disbursements			230,581.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	21,137.	51,100.	51,100.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	272,477.	178,677.	175,911.
	b Investments - corporate stock STMT 7	2,539,573.	2,620,449.	3,299,617.
	c Investments - corporate bonds STMT 8	302,954.	170,933.	175,810.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	176,267.	176,072.
	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)	3,136,141.	3,197,426.	3,878,510.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,136,141.	3,197,426.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	3,136,141.	3,197,426.	
	31 Total liabilities and net assets/fund balances	3,136,141.	3,197,426.	

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	3,136,141.
2 Enter amount from Part I, line 27a	2	61,285.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,197,426.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,197,426.

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	CHARLES SCHWAB	P		
b	CHARLES SCHWAB	P		
c	CAPITAL GAINS DIVIDENDS			
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 207,608.		204,104.	3,504.
b 782,187.		665,271.	116,916.
c 50,117.			50,117.
d			
e			

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

(i) FMV 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			3,504.
b			116,916.
c			50,117.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	170,537.
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			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	4,612.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	4,612.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,612.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	32.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,644.
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?		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 ☐ \$ 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		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) ☐ PA		
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	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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DIANE ARMENTO Telephone no ► (267) 247-5036 Located at ► 1936 S EASTON RD, 2ND FL,, DOYLESTON, PA ZIP+4 ► 18901			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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). ☐ N/A

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.

(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
ZACHARY S. MARTIN 1936 S.EASTON ROAD, 2ND FLOOR DOYLESTOWN, PA 18901	TRUSTEE 0.00	0.	0.	0.
LAUREL G. MARTIN 1936 S.EASTON ROAD, 2ND FLOOR DOYLESTOWN, PA 18901	TRUSTEE 0.00	0.	0.	0.
GEORGE J. HARTNETT C/O WHITE & WLMS, 1 LIBERTY PL PHILADELPHIA, PA 19103	TRUSTEE 0.00	0.	0.	0.
W.JAMES QUIGLEY 1936 S.EASTON ROAD, 2ND FLOOR DOYLESTOWN, PA 18901	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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,665,335.
b	Average of monthly cash balances	1b	51,858.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,717,193.
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	3,717,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,758.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,661,435.
6	Minimum investment return. Enter 5% of line 5	6	183,072.

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	183,072.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,612.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,612.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	178,460.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	178,460.
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	178,460.

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	169,296.
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	169,296.
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	169,296.

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

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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				178,460.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			164,909.	
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 ▶ \$ 169,296.				
a Applied to 2012, but not more than line 2a			164,909.	
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				4,387.
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				174,073.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

- 1 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)

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				
CARROLL SCHOOL DEV. OFFICE 25 BAKER BRIDGE RD LINCOLN, MA 01773	NONE	PUBLIC	GENERAL SUPPORT	10,000.
FREEDOM EDUCATION PROJECT PUGET SOUND 2311 N. 45TH STREET #178 SEATTLE, WA 98103	NONE	PUBLIC	GENERAL SUPPORT	5,000.
HABITAT FOR HUMANITY 240 COMMERCIAL ST., SUITE 4B BOSTON, MA 02109	NONE	PUBLIC	GENERAL SUPPORT	2,000.
HARVEST ON VINE FOOD PANTRY 46 WINTHROP ST. CHARLESTOWN, MA 02129	NONE	PUBLIC	GENERAL SUPPORT	2,000.
OPEN LINK 452 PENN ST PENNSBURG, PA 18073	NONE	PUBLIC	GENERAL SUPPORT	2,000.
Total			SEE CONTINUATION SHEET(S)	▶ 3a 166,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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					
4 Dividends and interest from securities			14	72,949.	
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					
8 Gain or (loss) from sales of assets other than inventory			14	50,117.	120,420.
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.		123,066.	120,420.
13 Total. Add line 12, columns (b), (d), and (e)				13	243,486.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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
PHILADELPHIA SPECIAL OLYMPICS 2900 SOUTHAMPTON RD PHILADELPHIA, PA 19154	NONE	PUBLIC	GENERAL SUPPORT	1,000.
RODMAN RIDE FOR KIDS EPIPHANY SCHOOL EPIPHANY SCHOOL 154 CENTRE ST DOCHESTER, MA 02124		PUBLIC	GENERAL SUPPORT	15,000.
ADOPT-A-STUDENT FOUNDATION 82 DEVONSHIRE STREET STE R7E BOSTON, MA 02109	NONE	PUBLIC	GENERAL SUPPORT	3,000.
AMER. RHODODENDRON SOC, PHILA CHAPT C/O 831 FOXWOOD CIRCLE LAFAYETTE HILLS, PA 19444	NONE	PUBLIC	GENERAL SUPPORT	2,000.
BLUE HILL CONGREGATIONAL CHURCH PO BOX 444 BLUE HILL, ME 04614	NONE	PUBLIC	GENERAL SUPPORT	1,000.
BLUE HILL FIRE COMPANY PO BOX 666 BLUE HILL, ME 04614	NONE	PUBLIC	GENERAL SUPPORT	5,000.
BLUE HILL HOSPITAL P.O. BOX 823 BLUE HILL, ME 04614	NONE	PUBLIC	GENERAL SUPPORT	2,000.
BROOKS SCHOOL 1160 GREAT POND ROAD NORTH ANDOVER, MA 01845	NONE	PUBLIC	GENERAL SUPPORT	15,000.
BUCKS CO. COUNCIL OF BSA ONE SCOUT WAY DOYLESTOWN, PA 18901	NONE	PUBLIC	GENERAL SUPPORT	4,000.
ST. PHILIP NERI CHURCH FAMILY LIFE CENTER 1325 KLINERD ROAD PENNSBURG, PA 18073	NONE	PUBLIC	GENERAL SUPPORT	3,000.
Total from continuation sheets				145,000.

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
CHESTNUT HILL COLLEGE 9601 GERMANTOWN AVENUE PHILADELPHIA, PA 19118-2693	NONE	PUBLIC	GENERAL SUPPORT	5,000.
ST. SEBASTIAN SCHOOL 1191 GREENDALE AVE NEEDHAM, MA 02492	NONE	PUBLIC	GENERAL SUPPORT	12,000.
DENISON UNIVERSITY REUNION FUND PO BOX 716 GRANVILLE, OH 43023	NONE	PUBLIC	GENERAL SUPPORT	2,000.
EPIPHANY SCHOOL 154 CENTRE STREET DORCHESTER, MA 02124	NONE	PUBLIC	GENERAL SUPPORT	10,000.
FRANCIS OUMET CADDY SCHOLARSHIP 300 ARNOLD PALMER BPOLEVARD NORTON, MA 02766	NONE	PUBLIC	GENERAL SUPPORT	3,000.
		PUBLIC	GENERAL SUPPORT	
HOLDERNESS SCHOOL PO BOX 1879 PLYMOUTH, NH 03264	NONE	PUBLIC	GENERAL SUPPORT	10,000.
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVE ROXBURY, MA 02119	NONE	PUBLIC	GENERAL SUPPORT	20,000.
HUNTINGTON'S DISEASE SOCIETY 525 PLYMOUTH ROAD, STE 314 PLYMOUTH MEETING, PA 19462	NONE	PUBLIC	GENERAL SUPPORT	2,000.
J. WOOD PLATT CADDIE SCHOLARSHIP FUND DRAWER 808 SOUTHEASTERN, PA 19399	NONE	PUBLIC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KNEISEL HALL, ME PO BOX 648 BLUE HILL, ME 04614	NONE	PUBLIC	GENERAL SUPPORT	2,000.
KOLLEGEWIDGWOK SAILING AND EDUCATION FOUNDATION PO BOX 473 BLUE HILL, ME 04614	NONE	PUBLIC	GENERAL SUPPORT	2,000.
LIFEFLIGHT FOUNDATION PO BOX 899 CAMDEN, ME 04843	NONE	PUBLIC	GENERAL SUPPORT	10,000.
PENINSULA AMBULANCE PO BOX 834 BLUE HILL, ME 04614	NONE	PUBLIC	GENERAL SUPPORT	2,000.
PHILADELPHIA RONALD MCDONALD HOUSE 3925 CHESTNUT STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENERAL SUPPORT	1,000.
PHILADELPHIA VIP 1500 WALNUT STREET SUITE 400 PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL SUPPORT	2,000.
SMILE TRAIN 41 MADISON AVE 28TH FLOOR NEW YORK, NY 10010	NONE	PUBLIC	GENERAL SUPPORT	1,000.
SUPPORT CENTER FOR CHILD ADVOCATES 1900 CHERRY STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	GENERAL SUPPORT	1,000.
UPPER PERKIOMEN VALLEY AMBULANCE 719 MAIN STREET RED HILL, PA 18076	NONE	PUBLIC	GENERAL SUPPORT	2,000.
WALKER SCHOOL 1968 CENTRAL AVE NEEDHAM, MA 02492	NONE	PUBLIC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	72,949.	0.	72,949.	72,949.	
CHARLES SCHWAB	50,117.	50,117.	0.	0.	
TO PART I, LINE 4	123,066.	50,117.	72,949.	72,949.	

FORM 990-PF		ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	2,806.	2,806.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,806.	2,806.		0.	

FORM 990-PF		OTHER PROFESSIONAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	10,000.	10,000.		0.	
LEGAL	66.	0.		66.	
TO FORM 990-PF, PG 1, LN 16C	10,066.	10,000.		66.	

FORM 990-PF		TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	85.	0.		85.	
TO FORM 990-PF, PG 1, LN 18	85.	0.		85.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE	3,145.	0.		3,145.	
CONFERENCING	99.	99.		0.	
TO FORM 990-PF, PG 1, LN 23	3,244.	99.		3,145.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
VANGUARD SHORT TERM FED ADM (VSGDX)	X		178,677.	175,911.	
FEDERATED US GOVT SEC FD (FSGVX)	X		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			178,677.	175,911.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			178,677.	175,911.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
DFA US VECTOR EQUITY FUND (DFVEX)	321,778.		495,405.	
DFA REAL ESTATE SECURITIES FUND (DFREX)	68,852.		83,748.	
MORGAN STANLEY INST INT'L REAL ESTATE (MSUAX)	94,887.		81,973.	
DFA INT'L SMALL COMPANY PORTFOLIO FUND (DFISX)	133,699.		158,610.	
DFA LARGE CAP INT'L PORTFOLIO FUND (DFALX)	277,543.		318,321.	
DFA INT'L EMERGING MARKETS VALUE FUND (DFEVX)	0.		0.	
MATTHEWS PACIFIC TIGER FUND (MIPTX)	102,198.		129,922.	
DFA INT'L SMALL CAP VALUE PORTFOLIO (DISVX)	130,622.		159,456.	
VANGUARD DIVIDEND GROWTH (VDIGX)	396,190.		626,022.	
HARDING LOEVNER FRONTIER (HLFMX)	111,738.		128,470.	
FIRST EAGLE GLOBAL FUND (SGIIX)	266,513.		318,162.	
LEUTHOLD CORE INVESTMENT (LCRIX)	0.		0.	
VAN ECK GLOBAL HARD (GHAAX)	139,514.		164,154.	
DFA US MICRO CAP PORT (DFSCX)	91,512.		122,388.	
PAX WLD GBL ENVIRONMENTL (PGINX)	61,392.		81,109.	
DFA EMERGING MKTS CORE (DFCEX)	127,100.		132,674.	

LEUTHOLD GLOBAL FD INST (GLBIX)

296,911.

299,203.

TOTAL TO FORM 990-PF, PART II, LINE 10B

2,620,449.

3,299,617.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUEDFA FIVE YEAR GLOBAL FIXED INCOME FUND (DFGBX)
VANGUARD INFLATION (VAIPX)

170,933.

175,810.

0.

0.

TOTAL TO FORM 990-PF, PART II, LINE 10C

170,933.

175,810.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION

VALUATION
METHOD

BOOK VALUE

FAIR MARKET
VALUE

DFA ONE YEAR FIXED INCM (DFIHX)

COST

176,267.

176,072.

TOTAL TO FORM 990-PF, PART II, LINE 13

176,267.

176,072.