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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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 04-01-2013 , and ending 03-31-2014

Name of foundation THE MARY E BABCOCK FOUNDATION		A Employer identification number 31-1170451
Number and street (or P O box number if mail is not delivered to street address) Room/suite 1436 ESTATES DRIVE		B Telephone number (see instructions) (614) 855-7610
City or town, state or province, country, and ZIP or foreign postal code NEWARK, OH 43055		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,105,205	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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.	44,102	44,102		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	148,669			
	b Gross sales price for all assets on line 6a 1,008,640				
	7 Capital gain net income (from Part IV, line 2) . . .		148,669		
	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)					
12 Total. Add lines 1 through 11	192,771	192,771	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	998	0	0	0
	c Other professional fees (attach schedule)	13,090	13,090	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	308	157	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,934	0	0	652
	24 Total operating and administrative expenses. Add lines 13 through 23	16,330	13,247	0	652
	25 Contributions, gifts, grants paid	88,175			88,175
26 Total expenses and disbursements. Add lines 24 and 25	104,505	13,247	0	88,827	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	88,266				
b Net investment income (if negative, enter -0-)		179,524			
c Adjusted net income (if negative, enter -0-)			0		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	56	559	559		
	2	Savings and temporary cash investments	133,921	26,544	26,544		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	710,355 <input checked="" type="checkbox"/>	360,895	570,710		
	c	Investments—corporate bonds (attach schedule)	149,023 <input checked="" type="checkbox"/>	182,023	181,814		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	669,064 <input checked="" type="checkbox"/>	1,181,752	1,325,578		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,662,419	1,751,773	2,105,205			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)	0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	1,662,419	1,751,773			
	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 (see page 17 of the instructions)	1,662,419	1,751,773				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,662,419	1,751,773				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,662,419
2	Enter amount from Part I, line 27a	2	88,266
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	1,088
4	Add lines 1, 2, and 3	4	1,751,773
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,751,773

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	148,669
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	65,015	1,803,912	0.036041
2011	18,494	1,697,830	0.010893
2010	10,203	1,579,019	0.006462
2009	27,388	1,398,183	0.019588
2008	24,013	1,503,555	0.015971
2	Total of line 1, column (d).		2 0.088955
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 0.017791
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 1,990,822
5	Multiply line 4 by line 3.		5 35,419
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 1,795
7	Add lines 5 and 6.		7 37,214
8	Enter qualifying distributions from Part XII, line 4.		8 88,827

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	1,795
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	1,795
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	1,795
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	760
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	760
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	1,035
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 <input type="checkbox"/> 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH _____		
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? <i>If "No," attach explanation.</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of SCOTT E SHILLING Telephone no (614) 855-7610 Located at 6650 WALNUT STREET NEW ALBANY OH ZIP +4 43054			
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
	6b	No
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	▶	0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	▶

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,021,139
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,021,139
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	2,021,139
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,317
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,990,822
6	Minimum investment return. Enter 5% of line 5.	6	99,541

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	99,541
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,795
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,795
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	97,746
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	97,746
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	97,746

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	88,827
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	88,827
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	1,795
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	87,032

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				97,746
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			88,754	
b Total for prior years 20__ , 20__ , 20__		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 ▶ \$ <u>88,827</u>				
a Applied to 2012, but not more than line 2a			88,754	
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.				73
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				97,673
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	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)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

STUART PARSONS
1436 ESTATES DRIVE
NEWARK, OH 43055
(740) 366-6561

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

BRIEF DESCRIPTION OF CHARITABLE ACTIVITIES FOR WHICH FUNDS ARE REQUESTED

c Any submission deadlines

NONE

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

JOHNSTOWN, OHIO AREA

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 88,175
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1921 599 ASTON/LAKE PARTNERS		2013-07-01	2013-10-08
30 CNOOC LT SPONSORED ADR		2013-04-04	2013-06-28
300 CONOCO PHILLIPS	P	2013-03-08	2013-10-08
400CREDIT SUISSE CUSHING		2012-12-17	2013-08-02
300 DANAHER CORP		2013-04-04	2013-07-26
250 HJ HEINZ		2012-08-09	2013-06-10
158 253 HARBOR INTERNATIONAL FD		2013-01-10	2013-07-01
120 HARMAN INT'L		2013-04-04	2013-07-26
80 HARMAN INT'L		2013-04-04	2013-10-08
100 ISHARES IBOXX\$ HI YLD		2012-08-09	2013-06-28
300 ISHARES RUSSELL MIDCAP		2013-01-29	2013-07-26
275 MICHAEL KORS HOLDINGS		2013-03-12	2013-07-26
425 OWENS & MINOR		2013-03-26	2013-06-28
1821 494 PIMCO COMMODITY REAL RETURN		2013-05-26	2013-10-08
2717 391 PIMCO COMMODITY REAL RETURN		2013-07-01	2013-10-08
2 ROYAL DUTCH SHELL PLC		2012-12-20	2013-06-24
150 ROYAL DUTCH SHELL PLC		2013-04-04	2013-08-02
468 165 RYDEX MANAGED FUTURES		2013-06-25	2013-10-08
702 576 RYDEX MANAGED FUTURES		2013-07-01	2013-10-08
400 UNILEVER PLC		2012-08-09	2013-08-02
350 ABBOTT LABS		2002-02-08	2013-10-08
275 ACCENTURE PLC		2009-10-22	2013-08-02
150 ACTAVIS PLC		2011-05-02	2013-10-08
150 AIR PRODUCTS & CHEMICALS		2011-08-02	2013-10-08
400 AT&T		2007-10-23	2013-10-08
175 BHP BILLITON LDT SPON ADR		2010-04-20	2013-06-28
200 CHEVRON CORP		2010-04-01	2013-10-08
300 CISCO SYSTEMS		2007-10-05	2013-10-08
300 CISCO SYSTEMS		2008-01-16	2013-10-08
60 CNOOC LTD SPON ADR		2012-03-08	2013-06-27

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
900 CREDIT SUISSE CUSHING 30		2010-11-30	2013-08-02
400 CREDIT SUISSE CUSHING 30		2011-05-04	2013-08-02
200 EXXON MOBIL		2000-07-17	2013-10-08
20 GOOGLE INC		2009-06-04	2013-10-08
406 042 HARBOR INT'L FD		2011-05-02	2013-06-25
188 135HARBOR INT'L FD		2011-05-02	2013-07-01
332 613 HARBOR INT'L FD		2012-04-03	2013-07-01
350 INTUIT		2006-01-23	2013-08-02
40 INTUITIVE SURGICAL		2007-02-09	2014-03-06
100 ISHARES GLOBAL TELECOM		2007-01-08	2013-06-28
225 ISHARES IBOXX \$ HI YLD		2012-06-01	2013-06-28
250 ISHARES RUSSELL 2000		2011-01-25	2013-09-24
125 ISHARES RUSSELL 2000		2011-10-03	2013-09-24
350 ISHARES RUSSELL MIDCAP		2010-12-21	2013-07-26
200 ISHARES RUSSELL MIDCAP		2012-03-13	2013-07-26
200 MCDONALDS CORP		2011-01-25	2013-10-08
250 NESTLE S A SPORNSORED ADR		2012-04-12	2013-08-02
50 PEPSICO		2007-10-23	2013-10-08
150 PEPSICO		2007-10-23	2013-04-04
100 PEPSICO		2009-06-04	2013-10-08
200 POTASH CORP		2011-05-11	2013-07-26
368 PROCTOR & GAMBLE		2005-04-25	2014-03-06
200 ROYAL DUTCH SHELL		2012-04-12	2013-08-02
500 STATOILHYDRO ASA SPONSORED ADR		2010-06-08	2013-04-04
800 TECHNOLOGY SELECT SECTOR		2006-11-10	2013-10-08
350 TECHNOLOGY SELECT SECTOR		2007-06-06	2013-10-08
100 UNION PACIFIC		2012-03-08	2013-08-02
200 UNITED PARCEL SERVICE		2006-01-23	2013-04-04
1200 VANGUARD FTSE ALL-WORLD EX-US		2008-01-16	2013-06-28
250 VANGUARD FTSE ALL-WORLD EX-US		2008-06-27	2013-06-28

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
200 VANGUARD FTSE ALL-WORLD EX-US		2009-09-30	2013-06-28
450 VANGUARD FTSE ALL-WORLD EX-US		2010-04-26	2013-06-28
450 VANGUARD FTSE ALL-WORLD EX-US		2010-09-27	2013-06-28
350 WILLIAMS COMPANIES		2012-02-16	2013-07-26
ENTERPRISE PARTNERS LP			
LITIGATION PROCEEDS			
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
25,154		25,000	154
5,027		5,656	-629
21,286		17,399	3,887
11,848		9,384	2,464
20,042		18,237	1,805
18,125		13,801	4,324
9,964		10,000	-36
6,973		5,144	1,829
5,323		3,429	1,894
9,085		9,168	-83
22,633		20,003	2,630
17,598		15,325	2,273
14,379		13,773	606
10,364		10,000	364
15,462		15,000	462
120		132	-12
10,063		9,909	154
9,551		10,000	-449
14,333		15,000	-667
16,500		14,300	2,200
11,677		8,705	2,972
20,413		10,378	10,035
21,258		9,459	11,799
15,558		12,900	2,658
13,314		16,720	-3,406
10,100		13,876	-3,776
23,460		15,328	8,132
6,821		9,824	-3,003
6,821		7,567	-746
10,054		12,974	-2,920

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
26,659		20,771	5,888
11,848		9,862	1,986
17,149		7,863	9,286
17,136		8,826	8,310
25,000		27,335	-2,335
11,845		12,665	-820
20,941		20,000	941
22,315		9,090	13,225
17,830		4,471	13,359
5,943		6,371	-428
20,440		19,477	963
26,671		19,338	7,333
13,335		7,703	5,632
26,406		19,989	6,417
15,089		12,539	2,550
18,828		15,024	3,804
17,340		15,337	2,003
3,959		3,564	395
11,896		10,693	1,203
7,919		5,457	2,462
7,392		10,479	-3,087
28,662		19,924	8,738
13,418		13,971	-553
12,023		9,992	2,031
25,378		18,599	6,779
11,103		8,908	2,195
16,390		10,766	5,624
16,700		15,162	1,538
53,192		64,627	-11,435
11,082		13,190	-2,108

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,865		8,680	185
19,947		20,365	-418
19,947		20,392	-445
11,745		10,150	1,595
8			8
11			11
10,922			10,922

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			154
			-629
			3,887
			2,464
			1,805
			4,324
			-36
			1,829
			1,894
			-83
			2,630
			2,273
			606
			364
			462
			-12
			154
			-449
			-667
			2,200
			2,972
			10,035
			11,799
			2,658
			-3,406
			-3,776
			8,132
			-3,003
			-746
			-2,920

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,888
			1,986
			9,286
			8,310
			-2,335
			-820
			941
			13,225
			13,359
			-428
			963
			7,333
			5,632
			6,417
			2,550
			3,804
			2,003
			395
			1,203
			2,462
			-3,087
			8,738
			-553
			2,031
			6,779
			2,195
			5,624
			1,538
			-11,435
			-2,108

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			185
			-418
			-445
			1,595
			8
			11
			10,922

Form 990PF Part VIII Line 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
MRS JEAN WRIGHT 9889 HOLLOW ROAD PATASKALA, OH 43062	PRESIDENT 2 00	0	0	0
RICHARD T CLARK PO BOX 382 JOHNSTOWN, OH 43031	DIRECTOR 2 00	0	0	0
MARY C THOMAS 5528 JOHNSTOWN-ALEXANDRIA ROAD JOHNSTOWN, OH 43031	SECRETARY 2 00	0	0	0
SCOTT E SCHILLING 6650 WALNUT STREET NEW ALBANY, OH 43054	TREASURER 2 00	0	0	0
TODD DODDERER 3460 BEECH ROAD JOHNSTOWN, OH 43031	DIRECTOR 2 00	0	0	0
STEVEN H WILLIAMS 11704 APPLETON RD CROTON, OH 43013	VICE PRESIDENT 2 00	0	0	0
MRS SHARON JOHNSON 66 EAST DOUGLAS STREET JOHNSTOWN, OH 43031	DIRECTOR 2 00	0	0	0
TERRY A PRIEST 128 STONE HEDGE ROW DRIVE JOHNSTOWN, OH 43031	DIRECTOR 2 00	0	0	0
CHARLES WALKER 4012 DUTCH LANE RD JOHNSTOWN, OH 43031	DIRECTOR 2 00	0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MONROE TOWNSHIP 7621 JOHNSTOWN-ALEXANDRIA RD JOHNSTOWN, OH 43031	N/A	N/A	ERECT FENCE FOR LOCAL CEMETARY	20,000
PIPER EXCAVATING AND DEVELOPMENT LLC 6147 SOWERBY LANE WESTERVILLE, OH 43081	N/A	N/A	EXCAVATING FOR A VIETNAM WAR WALL	1,500
APPLE BLOSSOM FLOWERS LANDSCAPING 225 EDWARDS RD JOHNSTOWN, OH 43037	N/A	N/A	FLOWERS AND LANDSCAPING OF TOWN SQUARELANDSCAPING TOWN SQUARE	5,650
LICKING COUNTY FOUNDATION-BABCOCK FUND 30 N SECOND STREET NEWARK, OH 43055	N/A	PC	DONATION TO BABCOCK FUND	34,500
DENISON UNIVERSITY 100 W COLLEGE ST GRANVILLE, OH 43023	N/A	N/A	SCHOLARSHIP FOR ELIZABETH VANNESS	1,000
OHIO STATE UNIVERITY PO BOX 182646 COLUMBUS, OH 432182646	N/A	N/A	SCHOLARSHIP FOR BRYON D FOLTZ	1,000
MIDLAND THEATRE 36 N PARK PLACE NEWARK, OH 43055	N/A	N/A	ARTS FOR ALL PROJECT	7,500
ALEXANDER WILBERT VAULTS 134 HARDING WAY WEST GALION, OH 44833	N/A	N/A	STRIGHTENING HEADSTONES AT HISTORICAL CEMETARY IN JOHNSTOWN	10,450
JOHNSTOWN AREA COMMUNITY FOUNDATION 12176 EDWARDS RD JOHNSTOWN, OH 43031	N/A	PC	TRAILHEAD PROJECT-BOLLARDS AND PARKING BLOCKS	6,575
Total				88,175

TY 2013 Accounting Fees Schedule

Name: THE MARY E BABCOCK FOUNDATION

EIN: 31-1170451

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP	998	0	0	0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE MARY E BABCOCK FOUNDATION

EIN: 31-1170451

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VANGUARD SHORT TERM BOND ETF	149,023	147,766
LOOMIS SAYLES BOND FUND	33,000	34,048

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE MARY E BABCOCK FOUNDATION**EIN:** 31-1170451

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PNC FINANCIAL SERVICES GROUP	30,261	13,572
HUNTINGTON BANCSHARES	6,760	4,825
ABBOT LABORATORIES	8,713	14,056
JOHNSON & JOHNSON	28,988	49,115
EXXON MOBIL	16,643	26,862
GENERAL ELECTRIC	16,587	27,185
STERICYCLE INC	4,609	22,724
PROCTOR & GAMBLE CO	16,474	22,165
3M CO	14,784	27,132
DUKE ENERGY	11,450	22,221
APPLE COMPUTER INC	6,852	21,469
AT&T INC	15,894	21,042
CHURCH & DWIGHT CO	8,838	27,628
ILLINOIS TOOL WORKS INC	16,515	24,399
KELLOGG CO	17,471	21,948
QUALCOMM INCORPORATED	11,505	19,715
CORE LABORATORIES NV	4,183	19,844
CHEVRON CORP	18,295	27,944
PARK NATIONAL CORP	18,838	23,067
EMERSON ELECTRIC CO	26,016	33,400
RENAISSANCE RE HOLDINGS LTD	11,111	19,520
ABB VIE INC	18,889	36,751
LINEAR TECH CORP	13,012	19,476
MARSH & MCLENNAN CORP	18,207	24,650

TY 2013 Investments - Other Schedule**Name:** THE MARY E BABCOCK FOUNDATION**EIN:** 31-1170451

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UTILITIES SELECT SECTOR SPDR	AT COST	13,451	14,511
ENTERPRISE PRODUCTS PARTNERS	AT COST	11,062	27,744
VANGUARD EUROPEAN STOCK INDEX FUND	AT COST	30,393	24,601
VANGUARD INSTITUTIONAL EXTENDED MARKET INDEX	AT COST	30,393	47,545
VANGUARD INSTITUTIONAL INDEX FUND	AT COST	91,180	118,080
VANGUARD PACIFIC STOCK INDEX FUND	AT COST	30,393	25,617
FINANCIAL SELECT SECTOR SPDR FUND	AT COST	30,515	33,510
WISDONTREE EMERGING MKTS SMALL CAP	AT COST	52,312	51,271
ISHARES CORE S&P MID-CAP ETF	AT COST	55,047	60,487
ISHARES CORE S&P SMALL-CAP ETF	AT COST	56,781	66,084
ISHARES MSCI EAFE ETF	AT COST	55,322	60,480
VANGUARD SMALL-CAP GROWTH	AT COST	62,567	70,066
AMERICAN FDS-EUROPACIFIC GROWTH	AT COST	50,000	57,033
AQR MANAGED FUTURES FD	AT COST	32,400	32,433
DFA INTERNATIONAL SMALL CAP VLAUE	AT COST	58,700	70,220
DFA REAL ESTATE SEC FD	AT COST	37,200	39,103
DFA US LARGE CAP VLAUE FD	AT COST	105,400	119,492
DFA US TARGETED VALUE FD	AT COST	61,300	67,452
DIAMOND-HILL LARGE-CAP FD	AT COST	106,800	112,040
DODGE & COX INTERNATIONAL STOCK FD	AT COST	50,700	59,786
HARBOR CAPITAL APPRECIATION FD	AT COST	38,500	41,744
INVESCO BALANCED-RISK ALLOCATION FD	AT COST	33,400	31,743
VANGUARD 500 INDEX FD	AT COST	40,000	42,536
VANGUARD MID-CAP GROWTH	AT COST	47,936	52,000

TY 2013 Other Expenses Schedule

Name: THE MARY E BABCOCK FOUNDATION

EIN: 31-1170451

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	961	0	0	0
SAFE DEPOSIT BOX	48	0	0	0
STATE FILING FEES	225	0	0	0
POSTAGE	48	0	0	0
AWARDS	352	0	0	352
FLAGS	300	0	0	300

TY 2013 Other Increases Schedule**Name:** THE MARY E BABCOCK FOUNDATION**EIN:** 31-1170451

Description	Amount
PARTNERSHIP DISTRIBUTION OVER INCOME	1,088

TY 2013 Other Professional Fees Schedule

Name: THE MARY E BABCOCK FOUNDATION

EIN: 31-1170451

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT MANAGEMENT FEES	9,868	9,868	0	0
AGENCY FEES	3,222	3,222	0	0

TY 2013 Taxes Schedule

Name: THE MARY E BABCOCK FOUNDATION

EIN: 31-1170451

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	157	157	0	0
FEDERAL EXCISE	151	0	0	0