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 MAY 1, 2013 , and ending APR 30, 2014

Name of foundation		A Employer identification number
ISAAC HARRIS CARY EDUCATIONAL FUND		04-6023807
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
C/O CHRISTINE MITCHELL 25 FLETCHER AVE.		(781)861-2937
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ ☐
LEXINGTON, MA 02420		

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,441,327.

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

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

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

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	32,335.	32,335.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	47,024.			
	b	Gross sales price for all assets on line 6a 152,255.				
	7	Capital gain net income (from Part IV, line 2)		47,024.		
	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	79,359.	79,359.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	3,225.	1,612.		1,613.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	1,820.	1,820.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	21,517.	7,985.		13,532.
	24	**Total operating and administrative expenses** Add lines 13 through 23	26,562.	11,417.		15,145.
	25	Contributions, gifts, grants paid	59,213.			59,213.
	26	**Total expenses and disbursements.** Add lines 24 and 25	85,775.	11,417.		74,358.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-6,416.			
	b	**Net investment income** (if negative, enter -0-)		67,942.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	20,970.	11,781.	11,781.
	2	Savings and temporary cash investments	110,044.	18,708.	18,708.
	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 5	18,146.	18,146.	18,946.
	b	Investments - corporate stock STMT 6	675,094.	656,525.	1,141,874.
	c	Investments - corporate bonds STMT 7	139,331.	252,009.	250,018.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	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 I)	963,585.	957,169.	1,441,327.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	963,585.	957,169.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	963,585.	957,169.	
	31	**Total liabilities and net assets/fund balances**	963,585.	957,169.	

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	963,585.
2	Enter amount from Part I, line 27a	2	-6,416.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	957,169.
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	957,169.

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 ATTACHED	P	VARIOUS	04/30/13
b	CAPITAL GAINS DIVIDENDS			
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	150,580.		105,231.	45,349.
b	1,675.			1,675.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				45,349.
b				1,675.
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	47,024.
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	63,708.	1,239,453.	.051400
2011	66,004.	1,214,451.	.054349
2010	63,635.	1,197,768.	.053128
2009	56,218.	1,162,903.	.048343
2008	71,448.	1,162,975.	.061436

2 Total of line 1, column (d)	2	.268656
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	.053731
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,369,100.
5 Multiply line 4 by line 3	5	73,563.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	679.
7 Add lines 5 and 6	7	74,242.
8 Enter qualifying distributions from Part XII, line 4	8	74,358.

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 ▶ [X] and enter 1% of Part I, line 27b			1	679.
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	679.
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	679.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	920.		
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	920.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	241.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 241. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHRISTINE MITCHELL Telephone no. ▶ 781-861-2937
Located at ▶ 25 FLETCHER AVE., LEXINGTON, MA ZIP+4 ▶ 02420

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

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

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

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

		Line	Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No
If "Yes," list the years ▶ ______, ______, ______, ______

		Line	Yes	No
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

		Line	Yes	No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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 PROGRAMS WITH SPEAKERS OR PERFORMERS GIVEN SEVERAL TIMES DURING THE YEAR FREE OF CHARGE TO ALL CITIZENS OF THE TOWN OF LEXINGTON, MA	13,532.
2 PROVIDED EDUCATIONAL SCHOLARSHIPS TO APPROXIMATELY SIXTEEN STUDENTS.	59,213.
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,373,539.
b	Average of monthly cash balances		1b	16,410.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,389,949.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,389,949.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	20,849.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,369,100.
6	**Minimum investment return.** Enter 5% of line 5		6	68,455.

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	68,455.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 679.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	679.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	67,776.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	67,776.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	67,776.

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	74,358.
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	74,358.
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	679.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	73,679.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				67,776.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 14,229.				
b From 2009				
c From 2010 4,781.				
d From 2011 6,175.				
e From 2012 2,626.				
f **Total** of lines 3a through e	27,811.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 74,358.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				67,776.
e Remaining amount distributed out of corpus	6,582.			
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	34,393.			
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				0.
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	14,229.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	20,164.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 4,781.				
c Excess from 2011 6,175.				
d Excess from 2012 2,626.				
e Excess from 2013 6,582.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

STEVEN T BALTHASER, 781-862-0422
41 WOODLAND ROAD, LEXINGTON, MA 02420

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

APPLICATION FORM ATTACHED

c Any submission deadlines:

SUBMISSIONS DEADLINE DETERMINED ANNUALLY

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

SEE ATTACHED

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a *Paid during the year*				
SEE ATTACHED LIST	NONE		EDUCATION SCHOLARSHIPS	59,213.
Total			▶ 3a	59,213.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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	32,335.	
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			18	47,024.	
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.		79,359.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 79,359.

(See worksheet in line 13 instructions to verify calculations.)

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

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-29-14 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL J. MINCHELLO, CPA	[signature]	05/28/14		P00387272

Firm's name ▶ HOWELL & MINCHELLO, LLP — Firm's EIN ▶ 04-2465146

Firm's address ▶ 175 BEDFORD STREET, SUITE #5 LEXINGTON, MA 02420 — Phone no. 781-863-2444

Form **990-PF** (2013)

323622 10-10-13

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SEE ATTACHED LIST

EDUCATION SCHOLARSHIPS

FORM 990-PF — DIVIDENDS AND INTEREST FROM SECURITIES — STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT ACCOUNT	34,010.	1,675.	32,335.	32,335.	
TO PART I, LINE 4	34,010.	1,675.	32,335.	32,335.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,225.	1,612.		1,613.
TO FORM 990-PF, PG 1, LN 16B	3,225.	1,612.		1,613.

FORM 990-PF — TAXES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ON INVESTMENT INCOME	1,820.	1,820.		0.
TO FORM 990-PF, PG 1, LN 18	1,820.	1,820.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES FOR SPEAKERS & PERFORMERS	6,400.	0.		6,400.
RELATED PROGRAM COST	7,132.	0.		7,132.
BANK CHARGES	36.	36.		0.
OFFICE	295.	295.		0.
INVESTMENT ADVISORY FEES	7,654.	7,654.		0.
TO FORM 990-PF, PG 1, LN 23	21,517.	7,985.		13,532.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		18,146.	18,946.
TOTAL U.S. GOVERNMENT OBLIGATIONS			18,146.	18,946.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			18,146.	18,946.

FORM 990-PF CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	656,525.	1,141,874.
TOTAL TO FORM 990-PF, PART II, LINE 10B	656,525.	1,141,874.

FORM 990-PF CORPORATE BONDS		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	252,009.	250,018.
TOTAL TO FORM 990-PF, PART II, LINE 10C	252,009.	250,018.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PAUL NEWMAN 35 GRANT STREET LEXINGTON, MA 02420	PRESIDENT 1.00	0.	0.	0.
CHRISTINE MITCHELL 25 FLETCHER AVE. LEXINGTON, MA 02420	TREASURER 1.00	0.	0.	0.
JAMES AVERY 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.
ELIZABETH BERMAN 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.
MATT IVERSON 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.
DOUGLAS SHAW 10 TODD ROAD LEXINGTON, MA 02420	VICE PRESIDENT/CLERK 1.00	0.	0.	0.
F. DAVID WELLS 33 FOREST STREET APT. 311 LEXINGTON, MA 02421	TRUSTEE 1.00	0.	0.	0.
KENDRICK BUSHNELL 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.
MORTON KAHAN 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.
CHRIS BARRY 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.
STEVE BALTHASER 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.

DEBORAH RECK 25 FLETCHER AVE. LEXINGTON, MA 02420	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ISAAC HARRIS CARY EDUCATIONAL FUND
ATTACHMENT TO 990-PF-PART XV-QUESTION 3a
APRIL 30, 2014
EIN: 04-6023807

Date	Payee	Student / Description	Grant
7/10/2013	RENSSELAER POLYTECH INST.	MYLES ADLEY	$ 3,485
7/10/2013	BRANDEIS UNIVERSITY	GENE ARCIPRETE	2,785
7/10/2013	UNIVERSITY OF ROCHESTER	JOHN BERNSTEIN	2,785
7/10/2013	RHODE ISLAND SCHOOL OF DESIGN	JACOB CANTON	2,090
7/10/2013	MASS MARITIME ACADEMY	STEPHEN DOOLEY	2,785
7/10/2013	OHIO WESLEYAN UNIVERSITY	MATTHEW HUNTER	2,509
7/10/2013	BOSTON COLLEGE	JOHN GILIBERTO	1,670
7/10/2013	WHEATON COLLEGE	SAMUEL DORAN	1,100
7/10/2013	NEW YORK UNIVERSITY	MATTHEW SCHWARTZ	1,100
7/10/2013	UNIVERSITY OF VERMONT	RAYMOND STEBBINS	1,550
7/10/2013	UNIVERSITY OF DELAWARE	CONNOR ZANIN	318
7/10/2013	BRANDEIS UNIVERSITY	JOSEPH ARCIPRETE	1,215
7/10/2013	AMERICAN UNIVERSITY	MICHAEL BARRY	1,050
7/10/2013	GEORGE WASHINGTON UNIVERSITY	DAN BERNSTEIN	1,215
8/9/2013	FITCHBURG STATE UNIVERSITY	MALIK ALFRED	2,200
8/13/2013	JOHNSON & WALES UNIVERSITY	WILLIAM NOSACK	1,750
12/13/2013	JOHNSON & WALES UNIVERSITY	WILLIAM NOSACK	1,750
12/13/2013	RENSSELAER POLYTECH INST.	MYLES ADLEY	3,485
12/13/2013	BRANDEIS UNIVERSITY	GENE ARCIPRETE	2,785
12/13/2013	UNIVERSITY OF ROCHESTER	JOHN BERNSTEIN	2,785
12/13/2013	RHODE ISLAND SCHOOL OF DESIGN	JACOB CANTON	2,090
12/13/2013	MASS MARITIME ACADEMY	STEPHEN DOOLEY	2,785
12/13/2013	OHIO WESLEYAN UNIVERSITY	MATTHEW HUNTER	2,509
12/13/2013	BOSTON COLLEGE	JOHN GILIBERTO	1,670
12/13/2013	DEAN COLLEGE	MALIK ALFRED	2,200
12/13/2013	NEW YORK UNIVERSITY	MATTHEW SCHWARTZ	1,100
12/13/2013	UNIVERSITY OF VERMONT	RAYMOND STEBBINS	1,550
12/13/2013	UNIVERSITY OF DELAWARE	CONNOR ZANIN	318
12/13/2013	BRANDEIS UNIVERSITY	JOSEPH ARCIPRETE	1,215
12/13/2013	AMERICAN UNIVERSITY	MICHAEL BARRY	1,050
12/13/2013	GEORGE WASHINGTON UNIVERSITY	DAN BERNSTEIN	1,215
2/19/2014	WHEATON COLLEGE	SAMUEL DORAN	1,100
			$ 59,213

ISAAC HARRIS CARY EDUCATIONAL FUND

Incorporated 1921 — Lexington, Massachusetts

STUDENT APPLICATION FOR COLLEGE SCHOLARSHIP

The wills under which this Educational Fund was created established certain specific qualifications governing the granting of assistance: **recipients must be young men of New England parentage, who are deemed NEEDING and being WORTHY**.

Once awarded, the Cary Educational Fund Scholarship Committee tries to provide each student with funds during all four years (eight semesters) of college.

SECTION I (2 Pages) – TO BE COMPLETED BY STUDENT

STUDENT INFORMATION

Name		Date of Birth	
Address			
Home Phone		Cell Phone	
Email Address			
Current School			

PARENTAGE

Give name, birthplace and date of birth of a parent or grandparent born in New England.

Name			
Birthplace (City & State)		Date of Birth	
Relationship to Student (check one)	❑ Father	❑ Mother	❑ Grandparent

COLLEGE INFORMATION

College Status Next Fall (check one)	☐ Freshman	☐ Sophomore	☐ Junior	☐ Senior

If **Freshman** (answer 1 or 2),

1 I have been accepted and plan to attend: ____________________

2. I expect to attend one of the following colleges:

____________________, or____________________,

____________________, or ____________________,

College Name (If Sophomore, Junior or Senior)	

For each college you plan or think you may attend; give name, estimated annual expenses and expected annual scholarship award, if any.

College Name	Estimated Annual Tuition, Fees, Room & Board	Expected Annual Scholarship Award

SIGNATURE

The foregoing statements are true to the best of my knowledge and belief.

	Signature	Date
Student		

SECTION II (1 Page) – TO BE COMPLETED BY STUDENT

WRITING SAMPLE

In 300 words or less, tell the Scholarship Committee why you are applying for the Cary Educational Fund Scholarship and what makes you a great candidate for the award.

SECTION III (2 Pages) – TO BE COMPLETED BY STUDENT OR PARENT/GUARDIAN

PARENT INFORMATION

	Father or Guardian	Mother or Guardian
Name		
Address		
Employer Name (if any)		
Occupation		
Last Year's Pre-Tax Income		
This Year's Estimated Pre-Tax Income		

PARENTS' ASSETS

	Tax Appraisal Value	Unpaid Mortgage
Home (if owned)		
Other Real Estate (if any)		

Total Value of Other Property (i.e. stocks, bonds, bank deposits, etc.)	
Make, year and model of all family automobiles	

STUDENT'S ASSETS

Total Value of Assets in Student's Name (i.e. stocks, bonds, bank deposits, trust fund, 529 college account, etc.)	

PARENTS' EXPENSES

Explain any large expenses, debts or loans.

Explanation	Amount

ALL INFORMATION CONTAINED IN THIS APPLICATION WILL BE TREATED AS CONFIDENTIAL

Are there any unusual family circumstances or previous major expenses that should be considered when reviewing this application? ❑ Yes ❑ No

If Yes, please explain	

List ALL children and other dependents.

Name	Age	School & Class	Amount parents have paid toward college or special education	Amount parents have borrowed for college or special education

SIGNATURES

The foregoing statements are true to the best of my knowledge and belief.

	Signature	Date
Father or Guardian		
Mother or Guardian		
Student		

ALL INFORMATION CONTAINED IN THIS APPLICATION WILL BE TREATED AS CONFIDENTIAL

ISAAC HARRIS CARY EDUCATIONAL FUND
ATTACHMENT TO PAGE 3, PART IV, FORM 990-PF
CAPITAL GAINS & LOSSES FOR TAX ON INVESTMENT INCOME
EIN - 04-6023807

Par / Shares	Description	Proceeds	Cost	Gain (Loss)
200	Allergan Inc.	16,682	15,027	1,655
50,000	Pitney Bowes	50,000	49,100	900
700	Vodafone Group New ADR	20,144	18,821	1,323
200	Coca Cola Company	8,000	161	7,839
225	Exon Mobil Corporation	20,655	4,802	15,853
200	TJX Cos Inc.	10,609	4,600	6,009
5	Google Inc.	5,368	2,110	3,258
100	Johnson & Johnson	9,129	3,710	5,419
200	Johnson Controls Inc.	9,993	6,900	3,093
	Total Investment Sales	150,580	105,231	45,349

ISAAC HARRIS CARY EDUCATIONAL FUND
ATTACHMENT TO PAGE 2, PART II, LINE 10
2013 FORM 990-PF
EIN 04-6023807

Par	Description	Cost	Market Value
	U.S. & STATE GOVERNMENT OBLIGATIONS		
15,000	UST Inflation Indexed Notes 1.875% due 7/15/15	$ 18,146	$ 18,946
		$ 18,146	$ 18,946
	CORPORATE BONDS		
15,000	American Express Credit Co. 5.125% due 8/25/14	16,110	15,216
25,000	AT&T Inc. 5.625% due 6/15/16	26,174	27,479
25,000	AT&T Inc. 2.5% due 8/15/15	26,038	25,622
15,000	Bank of America 4.5% due 4/1/15	15,103	15,528
15,000	Chubb Corp. 5.75% due 5/15/18	17,202	17,239
15,000	GE Capital 4.375% due 9/21/15	15,642	15,794
25,000	Goldman Sachs 3.625% due 2/07/16	26,502	26,128
25,000	Metlife Inc 6.75% due 6/1/16	28,758	27,998
25,000	PNC Funding Corp. 2.7% due 9/19/16	26,181	25,991
25,000	The Home Depot 5.4% due 3/1/16	28,305	27,174
25,000	Total FINA ELF 2.3% due 3/15/16	25,994	25,849
		$ 252,009	$ 250,018

ISAAC HARRIS CARY EDUCATIONAL FUND
ATTACHMENT TO PAGE 2, PART II, LINE 10
2013 FORM 990-PF
EIN 04-6023807

CORPORATE STOCK

Shares	Description	Cost	Market Value
300	Abbott Labs	$ 479	$ 11,622
400	Agilent Technologies Inc.	15,292	21,616
300	American Express Company	13,895	26,229
400	Amerisourcebergen Corp.	15,948	26,072
250	Anheuser-Busc Inbev Adrf	17,132	26,455
200	Becton Dickinson & Co.	7,330	22,606
150	BHP Billiton Ltd.	7,992	10,581
300	Chubb Corp	15,165	27,624
600	Coca Cola, Inc.	482	24,474
700	Cypress Semiconductor	13,099	6,629
300	Deere & Co	11,642	28,002
350	Disney Walt Co.	11,233	27,769
1,835	Dodge & Cox Intl Stk Fund	56,963	82,158
1,772	Eaton Vance Small Cap	28,430	32,842
800	EMC Corp	13,228	20,640
350	Ecolab Inc.	13,029	36,624
275	Exxon Mobil Corp	5,868	28,163
150	FedEx Corp	16,852	20,437
430	First Republic Bank	14,232	21,827
35	Google Inc Class A Vtg	14,772	18,433
35	Google Inc Class C Non Vtg	-	18,721
1,000	Intel Corp	24,630	26,690
300	JP Morgan Chase & Co.	10,276	16,794
400	Johnson Controls Inc	13,800	18,056
300	Johnson & Johnson	11,130	30,387
500	Kinder Morgan Inc.	16,153	16,330
225	Marriott Intl Inc.	9,487	13,034
250	McDonalds Corp	19,191	25,345
1,000	Microsoft Corp.	37,571	40,400
200	Monsanto Co New	16,375	22,140
400	Morgan Stanley	11,144	12,372
400	Nestle	15,523	30,872
200	Occidental Petroleum Corp.	15,615	19,150
600	Oracle Corp.	7,994	24,528
300	Price T Rowe Group Inc	11,566	24,639
400	Qualcomm Inc.	19,774	31,484
500	Schlumberger	3,759	50,775
450	TJX Cos Inc.	10,349	26,181
135	Union Pacific Corp.	15,773	25,708
400	United Technologies Corp	25,458	47,332
300	Volkswagen	13,875	16,038
300	Walmart Stores Inc.	16,208	23,913
800	Wells Fargo & Co.	18,918	39,712
500	Vanguard MSCI Emerging Markets ETF	18,893	20,470
	Total equities	$ 656,525	$ 1,141,874