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Return of Private Foundation

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

OMB No. 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning JUN 1, 2013, and ending MAY 31, 2014

Name of foundation

BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND

A Employer identification number

04-6013598

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

Room/suite

HEMENWAY & BARNES LLP, PO BOX 961209

B Telephone number

617-227-7940

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

BOSTON, MA 02196-1209

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

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

J Accounting method: ☒ Cash ☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col (c), line 16)

☐ Other (specify) _____

>\$ 21,873,824. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		65,875.	68,866.		STATEMENT 1
4 Dividends and interest from securities		363,923.	363,923.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		675,599.			
b Gross sales price for all assets on line 6a 2,210,511.					
7 Capital gain net income (from Part IV, line 2)			675,599.		
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		7,566.	6,939.		STATEMENT 3
12 Total. Add lines 1 through 11		1,112,963.	1,115,327.		
13 Compensation of officers, directors, trustees, etc		130,894.	125,894.		5,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		81,308.	0.		81,308.
b Accounting fees					
c Other professional fees STMT 5		10,675.	4,500.		6,175.
17 Interest					
18 Taxes STMT 6		47,401.	9,401.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		730.	605.		125.
24 Total operating and administrative expenses. Add lines 13 through 23		271,008.	140,400.		92,608.
25 Contributions, gifts, grants paid		840,800.			840,800.
26 Total expenses and disbursements. Add lines 24 and 25		1,111,808.	140,400.		933,408.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,155.			
b Net investment income (if negative, enter -0-)			974,927.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,034,372.	366,719.	366,719.
	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 8	824,058.	1,698,985.	1,701,477.
	b Investments - corporate stock STMT 9	8,230,849.	8,194,028.	16,828,034.
	c Investments - corporate bonds STMT 10	1,108,206.	2,938,908.	2,977,594.
	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 1)	13,197,485.	13,198,640.	21,873,824.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	15,456,879.	15,456,879.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<2,259,394.>	<2,258,239.>	
	30 Total net assets or fund balances	13,197,485.	13,198,640.	
31 Total liabilities and net assets/fund balances	13,197,485.	13,198,640.		

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	13,197,485.
2 Enter amount from Part I, line 27a	2	1,155.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,198,640.
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	13,198,640.

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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 STATEMENTS ATTACHED		P		
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 2,210,511.		1,534,912.	675,599.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			675,599.
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	675,599.
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	963,448.	18,474,340.	.052151
2011	855,834.	17,975,103.	.047612
2010	974,538.	18,152,143.	.053687
2009	884,909.	17,977,569.	.049223
2008	1,102,627.	18,170,626.	.060682

2 Total of line 1, column (d)	2	.263355
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	.052671
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,654,727.
5 Multiply line 4 by line 3	5	1,087,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,749.
7 Add lines 5 and 6	7	1,097,654.
8 Enter qualifying distributions from Part XII, line 4	8	933,408.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	19,499.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	19,499.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	19,499.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 30,554.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 12,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	42,554.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	23,055.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 23,055. Refunded <input type="checkbox"/>		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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ARTHUR B. PAGE, ESQ.</u> Telephone no. ► <u>617-227-7940</u> Located at ► <u>HEMENWAY & BARNES LLP, 60 STATE ST, BOSTON, MA</u> ZIP+4 ► <u>02109-1899</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CURTIS PROUT, MD 319 LONGWOOD AVE. BOSTON, MA 02115	TRUSTEE 1.00	0.	0.	0.
NANCY B. GARDINER HEMENWAY & BARNES LLP, 60 STATE STREET BOSTON, MA 02109	TRUSTEE 2.50	0.	0.	0.
ARTHUR B. PAGE HEMENWAY & BARNES LLP, 60 STATE STREET BOSTON, MA 02109	TRUSTEE 2.50	0.	0.	0.
GEORGE P. BEAL 15 LEE ROAD CHESTNUT HILL, MA 02467	TRUSTEE 1.00	5,000.	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

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
HEMENWAY & BARNES LLP 60 STATE STREET, BOSTON, MA 02109	ADMIN, LEGAL & INV	211,703.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,745,349.
b	Average of monthly cash balances	1b	2,223,917.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	20,969,266.
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	20,969,266.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	314,539.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,654,727.
6	Minimum investment return. Enter 5% of line 5	6	1,032,736.

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	1,032,736.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,499.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,499.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,013,237.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,013,237.
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	1,013,237.

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	933,408.
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	933,408.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	933,408.

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

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,013,237.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			757,044.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 933,408.				
a Applied to 2012, but not more than line 2a			757,044.	
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				176,364.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				836,873.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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:

SEE STATEMENT 11

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

c Any submission deadlines:

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE BOND INTEREST	49,000.	51,991.	
U.S. TREASURY OBLIGATIONS	16,875.	16,875.	
TOTAL TO PART I, LINE 3	65,875.	68,866.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DOMESTIC DIVIDENDS	280,149.	0.	280,149.	280,149.	
FOREIGN DIVIDENDS	83,774.	0.	83,774.	83,774.	
TO PART I, LINE 4	363,923.	0.	363,923.	363,923.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAX PREP FEE REIMBURSEMENT	6,939.	6,939.	
WINDSAIL CREDIT FUND, LP CLASS A	627.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,566.	6,939.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION & LEGAL FEES	81,308.	0.		81,308.
TO FM 990-PF, PG 1, LN 16A	81,308.	0.		81,308.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEE	4,500.	4,500.		0.
MEMBERSHIPS	725.	0.		725.
ORGANIZATION DUES	5,450.	0.		5,450.
TO FORM 990-PF, PG 1, LN 16C	10,675.	4,500.		6,175.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	9,401.	9,401.		0.
FEDERAL EXCISE TAX	38,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	47,401.	9,401.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FILING FEE	125.	0.		125.
MISCELLANEOUS	605.	605.		0.
TO FORM 990-PF, PG 1, LN 23	730.	605.		125.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		1,698,985.	1,701,477.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,698,985.	1,701,477.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,698,985.	1,701,477.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SCHEDULE ATTACHED	8,194,028.	16,828,034.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,194,028.	16,828,034.	

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	2,938,908.	2,977,594.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,938,908.	2,977,594.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ARTHUR B. PAGE, ESQ.
C/O HEMENWAY & BARNES LLP, 60 STATE STREET
BOSTON, MA 02109

TELEPHONE NUMBER

617-227-7940

FORM AND CONTENT OF APPLICATIONS

FORMAL PROPOSAL INCLUDING GENERAL INFORMATION, AUDIT, BUDGET AND TAX
EXEMPTION FORM.

ANY SUBMISSION DEADLINES

FIRST DAY OF JANUARY, APRIL, AUGUST AND OCTOBER

RESTRICTIONS AND LIMITATIONS ON AWARDS

GREATER BOSTON CHARITABLE ORGANIZATIONS PROVIDING SERVICES FOR ELDERLY IN
NEED, HOMELESS, FOOD, MEDICAL AND SOCIAL JUSTICE AND ECONOMIC OPPORTUNITY
ISSUES, AND FOR WOMEN'S EMPOWERMENT IN GREATER NEW ENGLAND AND THE
DEVELOPING WORLD.

B H CAMPBELL & A F HALL CHARITY
Account # 95-140750

Transaction Detail
June 01,2013 - May 31,2014

Trade Date		Principal Cash
6/20/2013	CHARITABLE GIFTS - CASH Paid To THE MEDICAL FOUNDATION FOR GRANT FOR ANNUAL RESEARCH FELLOWSHIP	(\$55,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Rosie's Place Grant for Hunger Relief & Nutrition Initiative	(\$8,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To The Community Family Grant for Program support in Everett & Medford centers	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Greater Boston Food Bank Grant for Brown Bag Program	(\$10,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Families First Grant for Parenting in Public program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Family to Family Project Grant for Family Homlessness Prevention Program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Boys & Girls Club of Middlesex County Grant for Volunteer Mngmt Program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Food for Free Grant for Home Delivery program	(\$7,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To American Red Cross of Mass. Bay Grant for Boston Food Pantry	(\$8,000.00)

10/1/2013	CHARITABLE GIFTS - CASH Paid To Greater Boston Legal Services Grant for Legal Advocacy for Elders Program	(\$12,500.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Self Esteem Geant for Skills for Success Program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Chelsey Community YMCA Grant for Light Sensors - Energy Efficient Lighting	(\$5,300.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To The Boston Home Grant for Wheelchair Enhancement Ctr	(\$7,500.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Women of Means Grant for Health Care for Aging Homeless Women program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To JFY Networks Grant for program support	(\$8,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Mystic Valley Elder Services Grant for Reading Partner Program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To FUEL Grant for Paradigm for College Access program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Steppingstone Foundation Grant for The Steppingstone Academy	(\$8,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Dorchester Bay Economic Dev Corp Grant for Seniors Program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Rogerson Community Grant for Adult Day Health Program	(\$12,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To IBA Grant Villa Victoria Elder Support Program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Ellis Memorial 7 Eldridge House Grant for Adult Day Health Program	(\$6,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Kit Clark Senior Service, Inc Grant for Elder Program at Malden Senior Center	(\$11,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Irish International Immigrant Center Grant for Immigrant Integration Svcs	(\$8,000.00)

10/1/2013	CHARITABLE GIFTS - CASH Paid To Helping Hands Grant for Placement Program	(\$10,000 00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Quincy Community Action Program Grant for Emergency Food Center	(\$4,000 00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Partners for Youth with Disabilities Grant for Mentor Match Program	(\$8,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Catholic Charities Grant for Basic Needs Program	(\$5,000.00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Community Work Services Grant for operating support	(\$6,000 00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Room to Grow National Grant for Early Childhood Clinical Program	(\$5,000 00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Planned Parenthood of No. New England Reproductive Health Care Program	(\$8,000 00)
10/1/2013	CHARITABLE GIFTS - CASH Paid To Boston Area Rape Crisis Center Grant for Counseling Program	(\$7,000 00)
10/8/2013	CHARITABLE GIFTS - CASH Paid To SOLUTIONS AT WORK FOR GRANT FOR MOVING UP PROGRAM	(\$8,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To MUJERES UNIDAS AVANZANDO DBA MUJERES UNIDAS AVANZANDO - WOMEN UNITED ADVANCING CHARITABLE GRANT DISTRIBUTION	(\$9,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To HESPERIAN HEALTH GUIDES CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To WOMEN'S LUNCH PLACE, INC. CHARITABLE GRANT DISTRIBUTION	(\$10,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To VICTORY PROGRAMS, INC CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To SECOND STEP INC CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To REACH BEYOND DOMESTIC VIOLENCE INC CHARITABLE GRANT DISTRIBUTION	(\$6,000 00)

12/3/2013	CHARITABLE GIFTS - CASH Paid To PINE STREET INN, INC. CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To VIETNAM VETERANS WORKSHOP INC DBA NEW ENGLAND SHELTER FOR HOMELESS VETERANS CHARITABLE GRANT DISTRIBUTION	(\$9,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To ELIZABETH STONE HOUSE, INC CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To DEAF, INC CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To CRITTENTON WOMEN'S UNION CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To COMMUNITY SERVINGS, INC CHARITABLE GRANT DISTRIBUTION	(\$10,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To CITY MISSION SOCIETY OF BOSTON INC CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To BRIDGE OVER TROUBLED WATERS INC CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To BRIDGE FUND OF MASSACHUSETTS CHARITABLE GRANT DISTRIBUTION	(\$8,000.00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To ASIAN TASK FORCE AGAINST DOM VIOLENCE CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To YOUTH & FAMILY ENRICHMENT SERVICES CHARITABLE GRANT DISTRIBUTION	(\$5,000.00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To PERKINS SCHOOL FOR THE BLIND CHARITABLE GRANT DISTRIBUTION	(\$20,000 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To BOSTON PARTNERS IN EDUCATION, INC CHARITABLE GRANT DISTRIBUTION	(\$17,500 00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To MA ALLIANCE OF PORTUGUESE SPEAKERS CHARITABLE GRANT DISTRIBUTION	(\$5,000.00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To HALEY HOUSE INC. CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)

12/3/2013	CHARITABLE GIFTS - CASH Paid To GREATER BOSTON GUILD FOR THE BLIND CHARITABLE GRANT DISTRIBUTION	(\$4,000.00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To GREATER BOSTON CHINESE GOLDEN AGE CEN DBA GREATER BOSTON CHINESE GOLDEN AGE CENTER, INC CHARITABLE GRANT DISTRIBUTION	(\$5,000.00)
12/3/2013	CHARITABLE GIFTS - CASH Paid To FRIENDS OF JEWISH COMM HOUSING ELDERLY DBA FRIENDS OF JEWISH COMMUNITY HOUSING FOR THE ELDERLY CHARITABLE GRANT DISTRIBUTION	(\$6,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Father Bill's & MainSpring Inc CHARITABLE GRANT DISTRIBUTION	(\$6,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Family Nuturing Center of Mass CHARITABLE GRANT DISTRIBUTION	(\$4,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Nuestra Comunidad Development Corp CHARITABLE GRANT DISTRIBUTION	(\$7,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Parents Helping Parents CHARITABLE GRANT DISTRIBUTION / aka Parents Helpin g Parents - The / Roundtable of Support, Inc.	(\$3,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Straight Ahead Ministries Inc. CHARITABLE GRANT DISTRIBUTION	(\$5,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Roca, Inc CHARITABLE GRANT DISTRIBUTION	(\$10,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Population Media Center Inc. CHARITABLE GRANT DISTRIBUTION	(\$10,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To South Boston Neighborhood House Inc CHARITABLE GRANT DISTRIBUTION	(\$5,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Springwell, Inc CHARITABLE GRANT DISTRIBUTION	(\$6,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Action For Boston Community Develop CHARITABLE GRANT DISTRIBUTION / FBO ABCD North End /West / End Neighborhood Service Center	(\$8,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Franciscan Hospital for Children CHARITABLE GRANT DISTRIBUTION	(\$10,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To United South End Settlements CHARITABLE GRANT DISTRIBUTION	(\$8,000.00)

2/21/2014	CHARITABLE GIFTS - CASH Paid To Boston Medical Center Corporation CHARITABLE GRANT DISTRIBUTION	(\$10,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Casa Myrna Vazquez, Inc CHARITABLE GRANT DISTRIBUTION	(\$10,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To National Braille Press CHARITABLE GRANT DISTRIBUTION	(\$4,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Heading Home, Inc CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Cambridge School Volunteers Inc. CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Margaret Fuller Neighborhood House CHARITABLE GRANT DISTRIBUTION	(\$10,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Little Bros Friends of Elderly-Boston CHARITABLE GRANT DISTRIBUTION	(\$7,000.00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To MAB Community Services Inc CHARITABLE GRANT DISTRIBUTION	(\$6,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To Generations Incorporated CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
2/21/2014	CHARITABLE GIFTS - CASH Paid To All Dorchester Sports League, Inc CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Hearth, Inc CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To FriendshipWorks CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Neighborhood of Affordable HousingInc CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Cooperative Elder Services, Inc CHARITABLE GRANT DISTRIBUTION	(\$6,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Somerville-Cambridge Elder Services CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)

5/28/2014	CHARITABLE GIFTS - CASH Paid To Clarke School for the Deaf CHARITABLE GRANT DISTRIBUTION - dba Clarke Schools for Hearing and Speech	(\$8,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Family&Children's ServiceGreater Lynn CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Adolescent Consultation Services, Inc CHARITABLE GRANT DISTRIBUTION	(\$5,000.00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Alzheimer's Association CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Boston Health Care for Homeless Prog. CHARITABLE GRANT DISTRIBUTION	(\$7,000.00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Family Service Assoc Greater Boston CHARITABLE GRANT DISTRIBUTION - dba Family Service of Greater Boston	(\$5,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Casa Nueva Vida, Inc CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Peer Health Exchange, Inc CHARITABLE GRANT DISTRIBUTION	(\$8,000.00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Project Bread The Walk for Hunger CHARITABLE GRANT DISTRIBUTION	(\$6,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To HomeStart, Inc CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Housing Families Inc CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Operation ABLE of Greater Boston, Inc CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Saint Francis House, Inc CHARITABLE GRANT DISTRIBUTION	(\$8,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Strong Women, Strong Girls CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To The Home for Little Wanderers, Inc CHARITABLE GRANT DISTRIBUTION	(\$6,000 00)

5/28/2014	CHARITABLE GIFTS - CASH Paid To Shelter Legal Services Foundation Inc CHARITABLE GRANT DISBTRIPTION - dba Veterans Lega l Services	(\$6,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To VNA Care Hospice, Inc CHARITABLE GRANT DISTRIBUTION	(\$5,000.00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Women's Educational Center, Inc. CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Health Resources in Action, Inc fbo The Medical Foundation	(\$55,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Hale-Barnard Corporation CHARITABLE GRANT DISTRIBUTION	(\$5,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Southwest Boston Senior Services Inc CHARITABLE GRANT DISTRIBUTION - dba Ethos	(\$7,000 00)
5/28/2014	CHARITABLE GIFTS - CASH Paid To Boston Rescue Mission, Inc CHARITABLE GRANT DISTRIBUTION	(\$7,000 00)
	TOTAL	(\$840,800.00)

REALIZED GAINS AND LOSSES
Bushrod H Campbell and Adah F Hall Charity Fund - 95-140750
Hemenway & Barnes LLP
From 06-01-13 Through 05-31-14

Acq Date	Sell Date	Quantity	Security	Price Sold at	Cost Basis	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-02-12	08-29-13	500	AUTOMATIC DATA PROCESSING	71 28	27,265 00	35,639 25		8,374 25
09-28-94	08-29-13	1,000	EMERSON ELECTRIC	60 75	15,081 25	60,748 73		45,667 48
12-01-10	08-29-13	500	HOME DEPOT	75 00	15,800 00	37,499 65		21,699 65
12-08-94	08-29-13	900	MICROSOFT CORP	33 29	3,585 32	29,961 22		26,375 90
08-22-05	08-29-13	2,000	WAL-MART STORES	72 39	93,289 40	144,777 75		51,488 35
02-10-10	09-20-13	125	MALLINCRODT PLC	43 41	4,432 37	5,426 43		994 06
05-12-10	09-20-13	125	MALLINCRODT PLC	43 41	4,071 87	5,426 43		1,354 56
05-12-09	09-20-13	250	MALLINCRODT PLC	43 41	6,244 99	10,852 87		4,607 88
11-20-08	09-20-13	375	MALLINCRODT PLC	43 41	9,679 68	16,279 30		6,599 62
11-20-08	10-15-13	300,000	BERKSHIRE HATHAWAY	1 00	300,600 00	300,000 00		-600 00
09-13-07	11-15-13	300,000	4 625% Due 10-15-13 US TREASURY NOTES	1 00	300,438 82	300,000 00		-438 82
09-28-79	11-27-13	250	JOHNSON & JOHNSON	94.75	365 26	23,687 39		23,322 13
03-02-11	11-27-13	1,500	NXP SEMICONDUCTORS	41 95	45,519 15	62,923 90		17,404 75
05-12-09	03-05-14	500	DEERE & CO	86 68	21,578 30	43,338 52		21,760 22
02-09-09	03-05-14	2,000	DEERE & CO	86 68	81,730 60	173,354 06		91,623 46
08-01-95	03-05-14	1,500	INTEL CORP	24 36	12,023 44	36,539 36		24,515 92
03-02-12	03-05-14	700	LABORATORY CORP AMER	93 41	62,512 24	65,386 19		2,873 95
04-12-13	03-05-14	1,000	LABORATORY CORP AMER	93 41	93,912 90	93,408 84	-504 06	
12-08-11	03-05-14	1,300	LABORATORY CORP AMER	93 41	108,899 57	121,431 49		12,531 92
12-08-94	03-05-14	6,500	MICROSOFT CORP	37 95	25,893 97	246,670 70		220,776 73
07-02-08	03-05-14	11,000	SYSCO	36 11	301,987 40	397,159 21		95,171 81
TOTAL GAINS								677,142 65
TOTAL LOSSES							-504 06	-1,038 82
TOTAL REALIZED GAIN/LOSS		675,599 77			1,534,911.52	2,210,511.29	-504.06	676,103.83

POSITIONS

As of 05/30/2014

Reporting currency: USD

View Date: September 16, 2014

Security Description	Shares/Par	Price	Market Value	Original Cost
Total	5,271,669.0800		21,873,823.64	13,198,639.71
3M COMPANY	3,600.0000	142.55	513,180.00	22,668.14
ABBOTT LABORATORIES	6,000.0000	40.01	240,060.00	219,074.00
APPLE INC	600.0000	633.00	379,800.00	99,677.94
APTARGROUP INC	6,000.0000	66.59	399,540.00	263,439.80
AT & T INC 1.40% 12/01/2017	200,000.0000	99.74	199,474.00	196,830.00
AT&T INC 3.875% 08/15/2021	250,000.0000	106.38	265,937.50	258,375.00
AUTOMATIC DATA PROCESSING INC	7,500.0000	79.68	597,600.00	379,196.40
CANADIAN NATIONAL RAILWAY CO US\$	10,400.0000	60.58	630,032.00	190,291.60
CHEVRON CORP	4,000.0000	122.79	491,160.00	451,856.86
CISCO SYSTEMS INC	8,000.0000	24.62	196,960.00	172,378.40
COVIDIEN INTL FINANCE SA 1.35% 05/29/2015	200,000.0000	100.86	201,710.00	201,900.00
COVIDIEN INTL FINANCE SA 3.20% 06/15/2022	250,000.0000	101.15	252,880.00	248,500.00
COVIDIEN PLC	7,000.0000	73.11	511,770.00	246,074.69
CVS HEALTH CORPORATION	11,000.0000	78.32	861,520.00	329,911.10
EMC CORPORATION	10,000.0000	26.56	265,600.00	201,739.10
EMERSON ELECTRIC CO	9,500.0000	66.73	633,935.00	139,607.33
EXXON MOBIL CORP	6,500.0000	100.53	653,445.00	38,417.03
FEDERAL NATIONAL MORTGAGE ASSN 5.250% 09/15/2016	125,000.0000	110.70	138,368.75	124,243.75
FISERV INC	5,000.0000	60.11	300,550.00	223,840.50
GENERAL ELECTRIC CO (USD)	9,000.0000	26.79	241,110.00	9,422.35
GLAXOSMITHKLINE PLC ADR	7,500.0000	53.94	404,550.00	401,250.70
HELMERICH & PAYNE	5,000.0000	109.95	549,750.00	282,900.00
HEWLETT PACKARD COMPANY 2.625% 12/09/2014	200,000.0000	101.13	202,252.00	206,366.00

POSITIONS

As of 05/30/2014

Reporting currency: USD

Vice Date: September 16, 2014

Security Description	Shares/Par	Price	Market Value	Original Cost
HOME DEPOT INC	7,000.0000	80.23	561,610.00	193,659.85
HOME DEPOT INC 2.70% 04/01/2023	250,000.0000	97.25	243,132.50	236,375.00
INTEL CORP	11,700.0000	27.32	319,644.00	89,282.81
JOHNSON & JOHNSON	9,750.0000	101.46	989,235.00	14,245.00
JOHNSON CONTROLS INC	8,000.0000	48.36	386,880.00	282,947.64
MICROSOFT CORP	10,000.0000	40.94	409,400.00	39,836.87
MICROSOFT CORP 2.95% 06/01/14	400,000.0000	100.00	400,000.00	412,628.00
NATIONAL GRID PLC - SP ADR	3,500.0000	74.73	261,555.00	171,120.75
NESTLE NAM SPON ADR	4,000.0000	78.58	314,336.00	226,430.64
NOVARTIS AG NAMEN SPON ADR	8,000.0000	90.06	720,480.00	359,199.20
NOVOZYMES A/S B SHARES	10,000.0000	48.87	488,744.81	147,557.20
NXP SEMICONDUCTORS NV ORD	4,500.0000	62.10	279,450.00	133,340.55
PEPSICO INC	6,400.0000	88.33	565,312.00	389,756.69
PEPSICO INC 3.60% 03/01/2024	250,000.0000	102.78	256,945.00	249,700.00
PROCTER & GAMBLE CO	9,000.0000	80.79	727,110.00	306,760.14
QUALCOMM INC	6,000.0000	80.45	482,700.00	414,573.93
ROCHE HLDG LTD-SPONSORED ADR	16,000.0000	36.84	589,520.00	310,376.80
ROCKWELL AUTOMATION INC	2,000.0000	121.08	242,160.00	175,178.00
SARA LEE CORP 2.750% 09/15/2015 Callable	600,000.0000	102.06	612,330.00	601,240.00
SCHLUMBERGER LTD	4,000.0000	104.04	416,160.00	255,886.90
SSGA US TREASURY MM FUND	366,719.0800	1.00	366,719.08	366,719.08
TARGET CORP	4,500.0000	56.76	255,420.00	279,522.97
UNITED TECHNOLOGIES CORP	3,000.0000	116.22	348,660.00	260,272.40
US DOLLAR CURRENCY	(1,446,529.8200)	1.00	(1,446,529.82)	(1,446,529.82)

POSITIONS

As of 05/30/2014

Reporting currency: USD

View Date: September 16, 2014

Security Description	Shares/Par	Price	Market Value	Original Cost
US DOLLAR CURRENCY - INCOME	1,446,529.8200	1.00	1,446,529.82	1,446,529.82
US TREASURY BILL 10/16/2014	1,300,000.0000	99.98	1,299,805.00	1,299,610.00
US TREASURY NOTE 2.625% 07/31/2014	400,000.0000	100.42	401,672.00	399,375.00
VERIZON COMMUNICATIONS 2.000% 11/01/2016	200,000.0000	102.28	204,564.00	202,750.00
WAL-MART STORES INC	5,000.0000	76.77	383,850.00	233,223.50
WINDSAIL CREDIT FUND, LP CLASS A	27,000.0000	1.02	27,405.00	27,000.00
XILINX INC	4,000.0000	46.96	187,840.00	212,110.10

POSITIONS

Supplemental Data

As of 05/30/2014

Reporting currency: USD

View Date: September 16, 2014

Selected Entities

Account : 95-140750:B H CAMPBELL & A F HALL CHARITY

Report Date

May 30, 2014

Columns

Name,Shares/Par,Price,Market Value,Original Cost