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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation: FRED W. WELLS TRUST FUND	A Employer identification number: 04-6412350
Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802 — Room/suite:	B Telephone number (see instructions): 888-866-3275
City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802	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 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) ▶ $ 5,191,435.

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) (see instructions))

	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 (attach schedule)				
	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	77,633.	76,720.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	505,032.			
	b Gross sales price for all assets on line 6a 3,033,430.				
	7 Capital gain net income (from Part IV, line 2)		505,032.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		11.		STMT 2
	12 **Total.** Add lines 1 through 11	582,665.	581,763.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,163.	3,098.		2,065.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	5,145.	NONE	NONE	5,145.
	b Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	2,435.	935.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	3,263.	313.		3,263.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,256.	4,346.	NONE	11,723.
	25 Contributions, gifts, grants paid	207,048.			207,048.
	26 **Total expenses and disbursements** Add lines 24 and 25	224,304.	4,346.	NONE	218,771.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	358,361.			
	b **Net investment income** (if negative, enter -0-)		577,417.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	247,682.	332,137.	332,137.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 7	3,988,066.	4,264,422.	4,859,298.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,235,748.	4,596,559.	5,191,435.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	4,235,748.	4,596,559.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	4,235,748.	4,596,559.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	4,235,748.	4,596,559.	

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	4,235,748.
2	Enter amount from Part I, line 27a	2	358,361.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	3,610.
4	Add lines 1, 2, and 3	4	4,597,719.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1,160.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,596,559.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,036,440.		2,528,398.	508,042.
b	-3,010.			-3,010.
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				508,042.
b				-3,010.
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	505,032.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	210,674.	4,427,194.	0.047586
2011	202,885.	4,218,563.	0.048093
2010	190,792.	4,388,032.	0.043480
2009	192,972.	4,109,109.	0.046962
2008	278,817.	3,833,684.	0.072728

2 **Total** of line 1, column (d)	2	0.258849
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051770
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,897,783.
5 Multiply line 4 by line 3	5	253,558.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,774.
7 Add lines 5 and 6	7	259,332.
8 Enter qualifying distributions from Part XII, line 4	8	218,771.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	11,548.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	11,548.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	11,548.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,381.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	2,381.
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	9,167.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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.*	2		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*	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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	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)*

			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 ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888)866-3275

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802

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 |

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		X
	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? ☐ 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? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE , , MA		-0-	-0-	-0-
BANK OF AMERICA ONE MONARCH PLACE, SPRINGFIELD, MA 01144	AGENT FOR FIDUCI 1	5,163.	-0-	-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,683,924.
b	Average of monthly cash balances	1b	288,445.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,972,369.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,972,369.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,586.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,897,783.
6	**Minimum investment return.** Enter 5% of line 5	6	244,889.

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	244,889.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,548.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,548.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	233,341.
4	Recoveries of amounts treated as qualifying distributions			4	600.
5	Add lines 3 and 4			5	233,941.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	233,941.

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	218,771.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	218,771.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	218,771.

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					233,941.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				189,265.	
b Total for prior years 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2013					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2013 from Part XII, line 4· ▶ $ 218,771.					
a Applied to 2012, but not more than line 2a				189,265.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2013 distributable amount					29,506.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					204,435.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 SCHEDULE	N/A	PC	UNRESTRICTED GENERAL SUPPORT	207,048.
Total . . . . ▶ **3a**				207,048.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	77,633.	
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	505,032.	
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)				582,665.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 582,665.

(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). (See instructions.)
	NOT APPLICABLE

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

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

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

H Keith Wood | 10-21-14 | CHAIR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Karen A. Minassian	Karen A Minassian	10/15/14		P01217825
Firm's name ▶ BANK OF AMERICA, N.A.			Firm's EIN ▶ 94-1687665	
Firm's address ▶ P O BOX 1802 PROVIDENCE, RI 02901-1802			Phone no	

TRUSTEES OF TRUST UNDER CLAUSE FIFTH OF THE WILL OF FRED W. WELLS

NAME & ADDRESS	PHONE/COMMITTEE	DATE OF APPT.
Kay Berenson 3 Taylor Road Shelburne, MA 01370	413-625-9239 Health Committee	10/23/09
Suzanne Bishop 120 Bardwells Ferry Road Shelburne Falls, MA 01370	413-625-6508 (H) Education Committee Chair	10/19/99
Frank J. Cutting 81 Ben Hale Road Gill, MA 01376	413-863-8652 Investment Committee, Chair	11/8/04
Lois Feldman, **Chair** 187 Mid County Road Leyden, MA 01337	413-774-4092 (H) Education Committee	10/17/01
Carol G. Letson 29 Allen Street Greenfield, MA 01301	413-774-5038 Health Committee	2/23/07
Dot Lyman Box 44 Charlemont, MA 01339	413-625-6499 Education Committee	4/25/11
Theodore G. Penick 226 Birnam Road Northfield, MA 01360	413-498-2402 (H) Agriculture Committee Investment Committee	02/11/87

Rev 03/25/2013

NAME & ADDRESS	PHONE/COMMITTEE	DATE OF APPT.
Marsha Pratt 16 Eden Trail-P.O. Box 247 Bernardston, MA 01337	413-648-9627 (H) Education Committee	04/27/88
Molly J. Robinson P.O. Box 378 Ashfield, MA 01330	413-628-3361 (H) Education Committee	01/14/97
Ronald C. Sicard, Jr. 41 Vladish Avenue Turners Falls, MA 01376	413-773-3678 Investment Committee	4/25/11
John Tierney P.O. Box 97 Shelburne Falls, MA 01370	413-337-4338	2/1/13
Kate Van Cort P.O. Box 607 Conway, MA 01341	413-369-4392 Publicity/Public Rel., Chair	10/23/09
Pamela W. Walker 48 Franklin Street Buckland, MA 01370	413-625-9671 (H) Health Committee , Chair	01/27/99
H. Peter Wood 301 Country Club Road Greenfield, MA 01301	413-773-3043 Agriculture Committee	6/13/08
Henry J. Zukowski 82 Whately Road South Deerfield, MA 01373	413-665-2770 Education Committee	10/23/09

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FRED W. WELLS TRUST FUND

FORM 990PF, PART VII-B, #5A(3)

VARIOUS COLLEGE SCHOLARSHIPS WERE PAID TO INDIVIDUALS WHOS NAMES ARE KEPT ON FILE AT THE BANK AND CAN BE PROVIDED UPON REQUEST.

THE TRUST OFFICER MAINTAINS DETAILED RECORDS TO ENSURE THE FUNDS ARE USED IN ACCORDANCE TO IRC.

RECIPIENT NAME	AMOUNT PAID	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	PURPOSE OF GRANT	FDTN STATUS OF RECIPIENT
COMMUNITY ACTION OF THE FRANKLIN	$ 6,000 00	N/A	TO SUPPORT THE SALARY & FRINGE BENEFITS OF NUTRITIONIST	PC
COMMUNITY HEALTH CENTER	$ 2,240 00	N/A	TO FUND MACBOOK COMPUTER DEVICES	PC
HOSPICE OF FRANKLIN COUNTY	$ 6,000 00	N/A	TO SUPPORT THE PEDIATRIC PALLIATIVE BEREAVEMENT PROGRAM	PC
NEW ENGLAND LEARNING CENTER	$ 3,360 00	N/A	TO SUPPORT THE EMERGENCY HOTEL SHELTER, HOUSING STABILIZATION & FOOD ASSISTANCE	PC
MATTHEW B BYRNE	$ 615 00	N/A	SCHOLARSHIPS	N/A
UNIVERSITY OF MASSACHUSETTS	$ 500 00	N/A	SCHOLARSHIPS	PC
MYLES A MASTROTOTARO	$ 615 00	N/A	SCHOLARSHIPS	N/A
GARRETT J MCHUGH	$ 615 00	N/A	SCHOLARSHIPS	N/A
COLBY-SAWYER COLLEGE	$ 615 00	N/A	SCHOLARSHIPS	PC
SIMMONS COLLEGE	$ 615 00	N/A	SCHOLARSHIPS	PC
THE UNIVERSITY OF FINDLAY	$ 600 00	N/A	SCHOLARSHIPS	PC
RALEIGH T YATES	$ 500 00	N/A	SCHOLARSHIPS	N/A
FABIO DALLORTO	$ 350 00	N/A	SCHOLARSHIPS	N/A
MEGAN A COTE	$ 900 00	N/A	SCHOLARSHIPS	N/A
JESSE T MCMILLAN	$ 800 00	N/A	SCHOLARSHIPS	N/A
JESSICA L WHEELER	$ 800 00	N/A	SCHOLARSHIPS	N/A
ALLISON R WILLIS	$ 800 00	N/A	SCHOLARSHIPS	N/A
SIMMONDS COLLEGE	$ 500 00	N/A	SCHOLARSHIPS	PC
MICHAEL M DUCLOS	$ 800 00	N/A	SCHOLARSHIPS	N/A
PATRICK S VIENCEK	$ 500 00	N/A	SCHOLARSHIPS	N/A
JUNIATA COLLEGE	$ 700 00	N/A	SCHOLARSHIPS	PC
HAMPSHIRE COLLEGE	$ 500 00	N/A	SCHOLARSHIPS	PC
THOMAS P ST AMAND	$ 500 00	N/A	SCHOLARSHIPS	N/A
JACOB T CONROY	$ 700 00	N/A	SCHOLARSHIPS	N/A
TYLER J CONROY	$ 700 00	N/A	SCHOLARSHIPS	N/A
ITHACA COLLEGE	$ 900 00	N/A	SCHOLARSHIPS	PC
WESTFIELD STATE UNIVERSITY	$ 700 00	N/A	SCHOLARSHIPS	PC
ST MICHAEL'S COLLEGE	$ 800 00	N/A	SCHOLARSHIPS	PC
EILI B TIRK	$ 700 00	N/A	SCHOLARSHIPS	N/A
KIERA FISHER	$ 700 00	N/A	SCHOLARSHIPS	N/A
CASSIDY A MORAN	$ 800 00	N/A	SCHOLARSHIPS	N/A
JEREMIAH JONES	$ 800 00	N/A	SCHOLARSHIPS	N/A
ROBERT M BROOK	$ 615 00	N/A	SCHOLARSHIPS	N/A
FRAMINGHAM STATE UNIVERSITY	$ 350 00	N/A	SCHOLARSHIPS	PC
ALEXANDER HERCHENREDER	$ 400 00	N/A	SCHOLARSHIPS	N/A
JACLYN L LAFLEUR	$ 900 00	N/A	SCHOLARSHIPS	N/A
SHERIDAN N ROE	$ 850 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITH COLLEGE	$ 500 00	N/A	SCHOLARSHIPS	PC
GREENFIELD COMMUNITH COLLEGE	$ 300 00	N/A	SCHOLARSHIPS	PC
GREENFIELD COMMUNITH COLLEGE	$ 800 00	N/A	SCHOLARSHIPS	PC
GREENFIELD COMMUNITH COLLEGE	$ 1,000 00	N/A	SCHOLARSHIPS	PC
SARAH N COOK	$ 615 00	N/A	SCHOLARSHIPS	N/A
UNIVERSITY OF CONNECTICUT	$ 700 00	N/A	SCHOLARSHIPS	PC
CLARKSON UNIVERSITY	$ 700 00	N/A	SCHOLARSHIPS	PC
EASTERN CONNECTICUT STATE UNIV	$ 700 00	N/A	SCHOLARSHIPS	PC
STEPHANIE A BECK	$ 900 00	N/A	SCHOLARSHIPS	N/A
JAMES B BURKE	$ 850 00	N/A	SCHOLARSHIPS	N/A
NICOLE E ELKING	$ 600 00	N/A	SCHOLARSHIPS	N/A
BRIDGEWATER STATE UNIVERSITY	$ 615 00	N/A	SCHOLARSHIPS	PC
UNIVERSITY OF RHODE ISLAND	$ 900 00	N/A	SCHOLARSHIPS	PC
JACOB S LEVIN	$ 700 00	N/A	SCHOLARSHIPS	N/A
PATRICK J DOWD	$ 800 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$ 500 00	N/A	SCHOLARSHIPS	PC

GREENFIELD COMMUNITY COLLEGE	$	700 00	N/A	SCHOLARSHIPS	PC
CLARA POWER	$	900 00	N/A	SCHOLARSHIPS	N/A
MILO T FARLEY	$	700 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	500 00	N/A	SCHOLARSHIPS	PC
ANDREW M PALMER	$	615 00	N/A	SCHOLARSHIPS	N/A
HANNAH E ROBERTSON	$	750 00	N/A	SCHOLARSHIPS	N/A
JAMES M UPADHYAY	$	500 00	N/A	SCHOLARSHIPS	N/A
SIMMONS COLLEGE	$	615 00	N/A	SCHOLARSHIPS	PC
LEAH M ZRAUNIG	$	800 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	800 00	N/A	SCHOLARSHIPS	PC
ETHAN J WHITE	$	900 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	500 00	N/A	SCHOLARSHIPS	PC
MIAYA A GLABACH	$	750 00	N/A	SCHOLARSHIPS	N/A
BRENNA KEOGH	$	800 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	400 00	N/A	SCHOLARSHIPS	PC
EMILY K WILLIAMS	$	600 00	N/A	SCHOLARSHIPS	N/A
BRENDA L BOGUSLAWSKI	$	800 00	N/A	SCHOLARSHIPS	N/A
UNIVERSITY OF NEW HAMPSHIRE	$	800 00	N/A	SCHOLARSHIPS	PC
RAHUL MALIK	$	1,000 00	N/A	SCHOLARSHIPS	N/A
SCOTT T MITCHELL	$	1,000 00	N/A	SCHOLARSHIPS	N/A
SPRINGFIELD COLLEGE	$	700 00	N/A	SCHOLARSHIPS	PC
ALYSSA E SHEPHERD	$	750 00	N/A	SCHOLARSHIPS	N/A
ALAN J BOGUSLAWSKI	$	700 00	N/A	SCHOLARSHIPS	N/A
SHEA E HEALY	$	800 00	N/A	SCHOLARSHIPS	N/A
SARAH L BRAULT	$	900 00	N/A	SCHOLARSHIPS	N/A
TAYLOR M COTE	$	800 00	N/A	SCHOLARSHIPS	N/A
EDWIN B KACZENSKI	$	600 00	N/A	SCHOLARSHIPS	N/A
JAMES B PARRISH	$	800 00	N/A	SCHOLARSHIPS	N/A
HANNAH R WULKAN	$	500 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	450 00	N/A	SCHOLARSHIPS	PC
GREENFIELD COMMUNITY COLLEGE	$	615 00	N/A	SCHOLARSHIPS	PC
CARA B D'ANTONIO	$	700 00	N/A	SCHOLARSHIPS	N/A
KEEGAN N DOWNIE	$	900 00	N/A	SCHOLARSHIPS	N/A
TESS H GROGAN	$	615 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	500 00	N/A	SCHOLARSHIPS	PC
WESLEYAN UNIVERSITY	$	800 00	N/A	SCHOLARSHIPS	PC
UNIVERSITY OF MASSASCHUSETTS	$	750 00	N/A	SCHOLARSHIPS	PC
RITA S PIROZHKOV	$	800 00	N/A	SCHOLARSHIPS	N/A
NOAH H KOESTER	$	500 00	N/A	SCHOLARSHIPS	N/A
GREGORY R BETSOLD	$	900 00	N/A	SCHOLARSHIPS	N/A
ISAAC J BOSCO	$	615 00	N/A	SCHOLARSHIPS	N/A
MEGAN E GRIMARD	$	750 00	N/A	SCHOLARSHIPS	N/A
PETER J KLEPADLO	$	850 00	N/A	SCHOLARSHIPS	N/A
MONIQUE E PYDYCH	$	615 00	N/A	SCHOLARSHIPS	N/A
FELICE WOLFZAHN	$	900 00	N/A	SCHOLARSHIPS	N/A
ELIJAH M MARCHESE	$	615 00	N/A	SCHOLARSHIPS	N/A
RIT FOR LILY SERRENTINO	$	615 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE FOF	$	615 00	N/A	SCHOLARSHIPS	PC
CALLIE DACYCZYH	$	700 00	N/A	SCHOLARSHIPS	N/A
TROY MILLER	$	750 00	N/A	SCHOLARSHIPS	N/A
MELANIE STIER	$	800 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	615 00	N/A	SCHOLARSHIPS	PC
ERIN FITZGIBBONS	$	500 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	600 00	N/A	SCHOLARSHIPS	PC
HANNAH P BROOKS	$	900 00	N/A	SCHOLARSHIPS	N/A
MITCHELL R GREENE	$	615 00	N/A	SCHOLARSHIPS	PC
GREENFIELD COMMUNITY COLLEGE	$	500 00	N/A	SCHOLARSHIPS	PC
ALEX G NICHOLS	$	600 00	N/A	SCHOLARSHIPS	N/A

NICHOLAS W PICKUNKA	$	400 00	N/A	SCHOLARSHIPS	N/A
JENNA L COSTA	$	750 00	N/A	SCHOLARSHIPS	N/A
RORY C FISHER	$	600 00	N/A	SCHOLARSHIPS	N/A
KELLIE BERES	$	800 00	N/A	SCHOLARSHIPS	N/A
LEAH R GEXLER	$	600 00	N/A	SCHOLARSHIPS	N/A
JOHN H FOX	$	615 00	N/A	SCHOLARSHIPS	N/A
SMITH COLLEGE	$	800 00	N/A	SCHOLARSHIPS	PC
NGOC B RICHARDSON	$	1,000 00	N/A	SCHOLARSHIPS	N/A
REBECCA MERVINE	$	750 00	N/A	SCHOLARSHIPS	N/A
ZAKARY R MERVINE	$	650 00	N/A	SCHOLARSHIPS	N/A
KAYLA E SHARPE	$	900 00	N/A	SCHOLARSHIPS	N/A
DANIEL H WARNER	$	500 00	N/A	SCHOLARSHIPS	N/A
CODY M BALL	$	850 00	N/A	SCHOLARSHIPS	N/A
MOLLIE TOBEY	$	615 00	N/A	SCHOLARSHIPS	N/A
KYLE D BAKER	$	1,000 00	N/A	SCHOLARSHIPS	N/A
JACQUELINE E COLT	$	900 00	N/A	SCHOLARSHIPS	N/A
ANDREW F LEARY	$	400 00	N/A	SCHOLARSHIPS	N/A
SHELBY L SPOONER	$	615 00	N/A	SCHOLARSHIPS	N/A
ZOE R COBURN	$	900 00	N/A	SCHOLARSHIPS	N/A
FRAMINGHAM STATE UNIVERSITY	$	700 00	N/A	SCHOLARSHIPS	PC
ZOE E MERVINE	$	550 00	N/A	SCHOLARSHIPS	N/A
GREGORY B SHELKEY	$	900 00	N/A	SCHOLARSHIPS	N/A
UNIVESITY OF MASSACHUSETTS	$	950 00	N/A	SCHOLARSHIPS	PC
ESTHER GLOVACKI	$	615 00	N/A	SCHOLARSHIPS	N/A
WESTFIELD STATE UNIVERSITY	$	600 00	N/A	SCHOLARSHIPS	PC
TARAH B PERNA	$	1,000 00	N/A	SCHOLARSHIPS	N/A
ETHAN M SEAMAN	$	500 00	N/A	SCHOLARSHIPS	N/A
AUSTIN D WATROBA	$	600 00	N/A	SCHOLARSHIPS	N/A
HARRY HOLLISTER	$	600 00	N/A	SCHOLARSHIPS	N/A
MEGAN N FORREST	$	800 00	N/A	SCHOLARSHIPS	N/A
CASSANDRA K LACOY	$	800 00	N/A	SCHOLARSHIPS	N/A
IRINA MIHAILICENCO	$	800 00	N/A	SCHOLARSHIPS	N/A
JARED E ALLIS	$	500 00	N/A	SCHOLARSHIPS	N/A
ALEXIS R DUSEAU	$	500 00	N/A	SCHOLARSHIPS	N/A
TIRENA M RAYMOND	$	750 00	N/A	SCHOLARSHIPS	N/A
SAMUEL R SOL	$	500 00	N/A	SCHOLARSHIPS	N/A
THOMAS C PERHAM	$	615 00	N/A	SCHOLARSHIPS	N/A
LYSANDER P JAFFE	$	800 00	N/A	SCHOLARSHIPS	N/A
MARTIN R JAFFE	$	800 00	N/A	SCHOLARSHIPS	N/A
JASMINE A SERRANO	$	615 00	N/A	SCHOLARSHIPS	N/A
LEAH M YEGLINSKI	$	800 00	N/A	SCHOLARSHIPS	N/A
CASEY D BLANCHARD	$	600 00	N/A	SCHOLARSHIPS	N/A
EMILY A PACINO	$	800 00	N/A	SCHOLARSHIPS	N/A
HEATH AGRICULTURAL SOCIETY	$	2,836 00	N/A	TO SUPPORT YOUTH AND CHILD PREMIUMS FOR LIVESTOCK & EXHIBIT ENTRIES, JUDGING FOR FAIR	PC
SHELBURNE GRANGE FAIR	$	1,214 00	N/A	TO SUPPORT AGRICULTURAL FAIR ACTIVITIES AND YOUTH EXHIBITORS FOR CERTAIN AGE GROUPS	PC
LUKE TORITTO	$	800 00	N/A	SCHOLARSHIPS	N/A
CODY J ARTUS	$	750 00	N/A	SCHOLARSHIPS	N/A
SARAH E UNDERWOOD	$	700 00	N/A	SCHOLARSHIPS	N/A
JOCELYN ADORNO	$	800 00	N/A	SCHOLARSHIPS	N/A
CONOR J MACCAFFREY	$	615 00	N/A	SCHOLARSHIPS	N/A
JOHNSON & WALES UNIVERSITY	$	600 00	N/A	SCHOLARSHIPS	PC
ETHAN L ROBERTSON	$	700 00	N/A	SCHOLARSHIPS	N/A
BREEANA L SUMNER	$	300 00	N/A	SCHOLARSHIPS	N/A
LARESA M WOOD	$	700 00	N/A	SCHOLARSHIPS	N/A
FALLON D GUIN	$	615 00	N/A	SCHOLARSHIPS	N/A
MIDDLEBURY COLLEGE	$	900 00	N/A	SCHOLARSHIPS	PC
AUGUST K PRICE	$	900 00	N/A	SCHOLARSHIPS	N/A
MCCALLUM F PRICE	$	800 00	N/A	SCHOLARSHIPS	N/A

ALEXANDER S BUNTIN	$	800 00	N/A	SCHOLARSHIPS	N/A
RACHEL L RODGERS	$	1,000 00	N/A	SCHOLARSHIPS	N/A
NICHOLAS S MARSCHER	$	800 00	N/A	SCHOLARSHIPS	N/A
AMANDA D DACYCZYN	$	700 00	N/A	SCHOLARSHIPS	N/A
JOLINA-ROSE BLIER	$	750 00	N/A	SCHOLARSHIPS	N/A
JACQUELINE E CHANNING	$	900 00	N/A	SCHOLARSHIPS	N/A
JENNIFER VECELLIO	$	800 00	N/A	SCHOLARSHIPS	N/A
WHITNEY J ROBERTS	$	700 00	N/A	SCHOLARSHIPS	N/A
ELANI C BALIS	$	1,000 00	N/A	SCHOLARSHIPS	N/A
CHELSEA R MANDILE	$	800 00	N/A	SCHOLARSHIPS	N/A
DREW N PANTERMEHL	$	600 00	N/A	SCHOLARSHIPS	N/A
MARIANA P. DELMONTE-GLADSTONE	$	800 00	N/A	SCHOLARSHIPS	N/A
SARAH L SHUTE	$	700 00	N/A	SCHOLARSHIPS	N/A
JACOB HOLMES	$	615 00	N/A	SCHOLARSHIPS	N/A
SARAH L SHUTE	$	200 00	N/A	SCHOLARSHIPS	N/A
SMITH COLLEGE	$	800 00	N/A	SCHOLARSHIPS	PC
JEFFREY M JACKSON	$	800 00	N/A	SCHOLARSHIPS	N/A
OLIVIA M SMIAROSKI	$	1,000 00	N/A	SCHOLARSHIPS	N/A
SMITH COLLEGE	$	615 00	N/A	SCHOLARSHIPS	PC
ANNA C MATTEI	$	600 00	N/A	SCHOLARSHIPS	N/A
KENDRA OUIMETTE	$	950 00	N/A	SCHOLARSHIPS	N/A
BRANDON M LENOIS	$	900 00	N/A	SCHOLARSHIPS	N/A
MCKENNA L BRUNELL	$	750 00	N/A	SCHOLARSHIPS	N/A
ALEXANDER R KEIR	$	500 00	N/A	SCHOLARSHIPS	N/A
CHRISTINE M RUSSELL	$	900 00	N/A	SCHOLARSHIPS	N/A
THOMAS A SANDBERG	$	900 00	N/A	SCHOLARSHIPS	N/A
KELSEY M MARSCHER	$	800 00	N/A	SCHOLARSHIPS	N/A
ALEC A HENRY	$	1,000 00	N/A	SCHOLARSHIPS	N/A
ELIZA HOLLISTER	$	800 00	N/A	SCHOLARSHIPS	N/A
JOHN HOLLISTER	$	700 00	N/A	SCHOLARSHIPS	N/A
LAUREN N KUZDEBA	$	500 00	N/A	SCHOLARSHIPS	N/A
BRIANNA E L'ECUYER	$	900 00	N/A	SCHOLARSHIPS	N/A
RYAN O'SULLIVAN	$	615 00	N/A	SCHOLARSHIPS	N/A
KAITLIN V GRANT	$	1,000 00	N/A	SCHOLARSHIPS	N/A
STEPHANIE TOWNSLEY	$	500 00	N/A	SCHOLARSHIPS	N/A
KYLE E WOLFRAM	$	700 00	N/A	SCHOLARSHIPS	N/A
FRANKLIN COUNTY AGRICULTURAL SOC	$	6,415 00	N/A	TO SUPPORT YOUTH PREMIUM AWARS PROGRAMS FOR FRANKLIN COUNTY & SURROUNDING AREAS	PC
THERESA C FORTON	$	600 00	N/A	SCHOLARSHIPS	N/A
TYLER C FORTON	$	1,000 00	N/A	SCHOLARSHIPS	N/A
KATELYN M GILBERT	$	850 00	N/A	SCHOLARSHIPS	N/A
OLIVIA K BARONAS	$	950 00	N/A	SCHOLARSHIPS	N/A
KATIE JO BRUNELL	$	600 00	N/A	SCHOLARSHIPS	N/A
ELISE BROWN	$	800 00	N/A	SCHOLARSHIPS	N/A
DAKOTA WALLACE	$	800 00	N/A	SCHOLARSHIPS	N/A
RILEY A HOWE	$	700 00	N/A	SCHOLARSHIPS	N/A
TYLER L MILLER	$	615 00	N/A	SCHOLARSHIPS	N/A
ELLIE P LEWIS	$	500 00	N/A	SCHOLARSHIPS	N/A
GREENFIELD COMMUNITY COLLEGE	$	750 00	N/A	SCHOLARSHIPS	PC
TIMOTHY P MEYER	$	1,000 00	N/A	SCHOLARSHIPS	N/A
EVAN R ABELSON	$	800 00	N/A	SCHOLARSHIPS	N/A
JOHNSON & WALES UNIVERSITY	$	615 00	N/A	SCHOLARSHIPS	PC
ALIONA C OLARU	$	800 00	N/A	SCHOLARSHIPS	N/A
CHRISTOPHER A STAFFORD	$	650 00	N/A	SCHOLARSHIPS	N/A
BRENDON W GRAY	$	700 00	N/A	SCHOLARSHIPS	N/A
JEREMY R MALSCH	$	900 00	N/A	SCHOLARSHIPS	N/A
LAURA A MITCHELL	$	350 00	N/A	SCHOLARSHIPS	N/A
KYLE V MITCHELL	$	200 00	N/A	SCHOLARSHIPS	N/A
HANNAH FINCK	$	1,000 00	N/A	SCHOLARSHIPS	N/A

KATELYN R CARMODY	$	900 00	N/A	SCHOLARSHIPS	N/A
ZACHARY E BARTAK	$	615 00	N/A	SCHOLARSHIPS	N/A
DANIEL LARVEY	$	800 00	N/A	SCHOLARSHIPS	N/A
KATHERINE E BITTERS	$	615 00	N/A	SCHOLARSHIPS	N/A
ANNIKA E ZIMMERMAN	$	800 00	N/A	SCHOLARSHIPS	N/A
CAMERON PORTER	$	600 00	N/A	SCHOLARSHIPS	N/A
HENRI HARDINA-BLANCHETTE	$	1,000 00	N/A	SCHOLARSHIPS	N/A
JED P KUNDL	$	500 00	N/A	SCHOLARSHIPS	N/A
HALEY J OZDARSKI	$	750 00	N/A	SCHOLARSHIPS	N/A
KIMBERLEIGH J SWASEY	$	450 00	N/A	SCHOLARSHIPS	N/A
BROOKE E VASSAR	$	615 00	N/A	SCHOLARSHIPS	N/A
CAROLINE F GEILING	$	900 00	N/A	SCHOLARSHIPS	N/A
TAYLOR E VARILLY	$	400 00	N/A	SCHOLARSHIPS	N/A
YELITZA J ROSANO	$	615 00	N/A	SCHOLARSHIPS	N/A
EMMA S PICARDI	$	700 00	N/A	SCHOLARSHIPS	N/A
MELISSA M LEARY	$	533 00	N/A	SCHOLARSHIPS	N/A
KRISTKY R COMINOLI	$	700 00	N/A	SCHOLARSHIPS	N/A
JENNIFER K TUFANO	$	700 00	N/A	SCHOLARSHIPS	N/A
CHELSEA L SWASEY	$	450 00	N/A	SCHOLARSHIPS	N/A
ABIGAIL P LESSELS	$	500 00	N/A	SCHOLARSHIPS	N/A
SYDNEY E FOSTER	$	900 00	N/A	SCHOLARSHIPS	N/A
DIETER J KUHLKA	$	400 00	N/A	SCHOLARSHIPS	N/A
NISHA R MALIK	$	800 00	N/A	SCHOLARSHIPS	N/A
EMILY R LUCERO	$	800 00	N/A	SCHOLARSHIPS	N/A
SEAN NOLAN	$	615 00	N/A	SCHOLARSHIPS	N/A
CONOR D NOLAN	$	615 00	N/A	SCHOLARSHIPS	N/A
GARRETT J LOOMIS	$	750 00	N/A	SCHOLARSHIPS	N/A
TAYLOR R HOWE	$	750 00	N/A	SCHOLARSHIPS	N/A
TAYLOR K WIGGIN	$	500 00	N/A	SCHOLARSHIPS	N/A
COOPER C MARSH	$	450 00	N/A	SCHOLARSHIPS	N/A
CAROLYN COMO	$	615 00	N/A	SCHOLARSHIPS	N/A
KELSEY RODE	$	300 00	N/A	SCHOLARSHIPS	N/A
KATHERINE A MIEHER	$	750 00	N/A	SCHOLARSHIPS	N/A
KEELEY G HERBERT	$	500 00	N/A	SCHOLARSHIPS	N/A
MARION T VIELMETTI	$	615 00	N/A	SCHOLARSHIPS	N/A
JOSHUA S BRANDL	$	800 00	N/A	SCHOLARSHIPS	N/A
TOTAL GRANTS PAID	$	207,048 00			

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	727.	727.
FOREIGN DIVIDENDS	7,683.	7,683.
NONDIVIDEND DISTRIBUTIONS	913.	
DOMESTIC DIVIDENDS	41,027.	41,027.
OTHER INTEREST	44.	44.
NONQUALIFIED FOREIGN DIVIDENDS	947.	947.
NONQUALIFIED DOMESTIC DIVIDENDS	26,292.	26,292.
TOTAL	77,633.	76,720.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		11.
TOTALS		11.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	5,145.			5,145.
TOTALS	5,145.	NONE	NONE	5,145.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATES	1,500.	
FOREIGN TAXES ON QUALIFIED FOR	819.	819.
FOREIGN TAXES ON NONQUALIFIED	116.	116.
TOTALS	2,435.	935.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	3,263.		3,263.
PARTNERSHIP EXPENSES		313.	
TOTALS	3,263.	313.	3,263.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
197199409 COLUMBIA ACORN FUND	129,065.		
19765H347 COLUMBIA LARGE CAP E	298,378.	298,378.	409,885.
19765J830 COLUMBIA MID CAP VAL	102,169.		
19765N245 COLUMBIA DIVIDEND IN	865,573.	315,219.	418,409.
19765P596 COLUMBIA SMALL CAP G	79,287.		
19765P810 COLUMBIA SMALL CAP C	75,604.		
19765Y688 COLUMBIA SELECT LARG	685,249.	251,842.	358,935.
693390700 PIMCO TOTAL RETURN F	500,000.	143,962.	142,276.
722005667 PIMCO COMMODITY REAL	80,473.		
19763T889 COLUMBIA INCOME OPPO	74,297.		
19765H362 COLUMBIA SHORT TERM	450,000.	450,000.	452,723.
63872W409 NATIXIS FDS TR IV AE	80,473.		
245914817 DELAWARE EMERGING MK	217,720.		
197199813 COLUMBIA ACORN INTER	107,555.		
19765H586 COLUMBIA INTERNATION	87,336.		
19765H636 COLUMBIA MARSICO INT	111,097.		
77956H104 ROWE T PRICE INTL FD	43,790.		
464287507 ISHARES CORE S&P MID		114,356.	135,926.
464287655 ISHARES RUSSELL 2000		91,706.	106,929.
73935S105 POWERSHARES DB COMMO		114,115.	114,959.
921943858 VANGUARD FTSE DEVELO		136,314.	151,195.
922042858 VANGUARD FTSE EMERGI		90,354.	102,434.
922908553 VANGUARD REIT ETF		136,253.	157,164.
47803W406 JOHN HANCOCK FDS III		138,000.	163,414.
483438404 KALMAR GROWTH-WITH-V		91,000.	95,123.
552983694 MFS VALUE FUND CL I		378,000.	424,604.
87234N302 TCW SELECT EQUITIES		378,000.	407,393.
92646A815 VICTORY SMALL CO OPP		93,000.	102,445.
55272P778 MFS RESEARCH BD FUND		225,000.	233,949.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
38142Y401 GOLDMAN SACHS GROWTH			136,000.	147,729.
47803T627 JOHN HANCOCK FDS III			162,000.	175,308.
4812A0573 JPMORGAN INTL VALUE			161,322.	172,745.
19765Y852 COLUMBIA EMERGING MA			134,601.	152,579.
592905509 METRO WEST T/R BD CL			225,000.	233,174.
	TOTALS	3,988,066.	4,264,422.	4,859,298.

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

DESCRIPTION		AMOUNT
PSHIP BASIS ADJ		3,010.
RECOVERY		600.
	TOTAL	3,610.

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

DESCRIPTION		AMOUNT
C/V ADJ		893.
TAX COST ADJ		267.
	TOTAL	1,160.

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-3,010.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-3,010.00