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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

THE MACAULEY FOUNDATION, INC.

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

131 HAZEL PLAIN RD

A Employer identification number

06-1439255

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

WOODBURY, CT 06798

B Telephone number

203-263-3816

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeC If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► I Fair market value of all assets at end of year **J** Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) **► \$ 1,517,676.** (Part I, column (d) must be on cash basis)E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	475.		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				
4	Dividends and interest from securities	49,380.	49,380.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,227.			
b	Gross sales price for all assets on line 6a	370,068.			
7	Capital gain net income (from Part IV, line 2)		9,227.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	59,082.	58,607.		
13	Compensation of officers, directors, trustees, etc	51,980.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 2	2,850.	2,850.	0.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 3	28,698.	24,159.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4	17,712.	14,836.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		101,240.	41,845.	0.
25	Contributions, gifts, grants paid		308,000.		308,000.
26	Total expenses and disbursements. Add lines 24 and 25		409,240.	41,845.	308,000.
27	Subtract line 26 from line 12:		-350,158.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		16,762.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		69,595.	53,120.
	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			
	b	Investments - corporate stock	STMT 5	1,688,649.	1,354,966.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►	3,483.		
		Less accumulated depreciation	STMT 6 ►	3,483.	
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,758,243.	1,408,085.
					1,517,676.
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 ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted		1,758,243.	1,408,085.
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances		1,758,243.	1,408,085.
	31	Total liabilities and net assets/fund balances		1,758,243.	1,408,085.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,758,243.
2	Enter amount from Part I, line 27a	2	-350,158.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,408,085.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,408,085.

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 SCHEDULE ATTACHED			P	VARIOUS	06/30/14
b SCHEDULE ATTACHED			P	VARIOUS	06/30/14
c CAPITAL GAINS DISTRIBUTIONS			P	VARIOUS	06/30/14
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	63,287.		59,003.	4,284.	
b	305,451.		301,838.	3,613.	
c	1,330.			1,330.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				4,284.	
b				3,613.	
c				1,330.	
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	9,227.	
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	286,650.	1,536,723.	.186533
2011	338,743.	1,392,494.	.243264
2010	327,600.	1,762,764.	.185845
2009	700,144.	1,949,063.	.359221
2008	670,639.	2,122,069.	.316031

2 Total of line 1, column (d)

2 1.290894

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 .258179

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 1,518,106.

5 Multiply line 4 by line 3

5 391,943.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 168.

7 Add lines 5 and 6

7 392,111.

8 Enter qualifying distributions from Part XII, line 4

8 308,000.

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	335.	
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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.		
3	Add lines 1 and 2	3	335.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.		
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	335.		
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,010.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d	7	11,010.		
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	10,675.		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	360.	Refunded ►	11	10,315.

Part VII-A Statements Regarding Activities

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?	Yes	No
1a		X	
1b		X	
1c		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	X
●	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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
CT			
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 <i>General Instruction G?</i> <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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)	<input type="checkbox"/> 11 <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12 <input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>THEMACAULEYFOUNDATION.COM</u>	<input type="checkbox"/> 13 <input checked="" type="checkbox"/> X
14	The books are in care of ► <u>THE MACAULEY FOUNDATION</u> Located at ► <u>131 HAZEL PLAIN ROAD, WOODBURY, CT</u>	Telephone no. ► <u>203-263-3816</u> ZIP+4 ► <u>06798</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	► <input type="checkbox"/> 15 <input type="checkbox"/> N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.

		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly):	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> N/A ► <input type="checkbox"/>
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?	<input type="checkbox"/> 1c <input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<input type="checkbox"/> 2b <input type="checkbox"/> N/A
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)	<input type="checkbox"/> 3b <input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> 4b <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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			<input checked="" type="checkbox"/>			
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	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
<i>If "Yes" to 6b, file Form 8870.</i>						
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
N/A						
7b						

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED				
	0.00	51,980.	0.	0.

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

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

Total number of other employees paid over \$50,000**► 0**

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Part VIII | **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0
Part IX-A | Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B | Summary of Program-Related Investments

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

Amount

1	N/A	
2		
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	1,508,712.
b	Average of monthly cash balances	1b	32,512.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,541,224.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,541,224.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,118.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,518,106.
6	Minimum investment return. Enter 5% of line 5	6	75,905.

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	75,905.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	335.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	335.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	75,570.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	75,570.
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	75,570.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	308,000.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	308,000.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	308,000.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				75,570.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	572,682.			
b From 2009	651,903.			
c From 2010	241,350.			
d From 2011	270,732.			
e From 2012	224,489.			
f Total of lines 3a through e	1,961,156.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 308,000.			0.	
a Applied to 2012, but not more than line 2a				
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				75,570.
e Remaining amount distributed out of corpus	232,430.			
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:	2,193,586.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	572,682.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,620,904.			
10 Analysis of line 9:				
a Excess from 2009	651,903.			
b Excess from 2010	241,350.			
c Excess from 2011	270,732.			
d Excess from 2012	224,489.			
e Excess from 2013	232,430.			

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
<i>a Paid during the year</i>				
SEE ATTACHED				308,000.
Total				► 3a 308,000.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	49,380.	
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	9,227.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	0.		58,607.	0.	
13 Total Add line 12, columns (b), (d), and (e)			13	58,607.	
(See worksheet in line 13 instructions to verify calculations.)					

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)
THE INVESTMENT INCOME AND SALES OF SECURITIES PROVIDE FUNDS WHICH ARE DISBURSED TO CHARITABLE ORGANIZATIONS.	

MACAULEY FOUNDATION -- CAPITAL GAINS AND LOSSES

FYE 6/30/14

SHORT TERM TRANSACTIONS			SALE	COST	GAIN
8/16/2013	200 SHS L BRANDS INC	2/26/2013	11,000	8,646	2,354
8/22/2013	792 952 SHS FIDELITY ADV REAL ESTATE INC	1/11/2013	9,000	9,143	(143)
8/22/2013	315 016 SHS IVY ASSET STRATEGY	11/11/13	9,000	8,442	558
8/22/2013	200 SHS CENTURYLINK INC	10/3/12	6,514	7,977	(1,463)
8/22/2013	100 SHS CON EDISON INC	10/3/12	5,615	5,977	(362)
8/22/2013	100 SHS AMEREN CORP	4/30/13	3,364	3,609	(245)
8/22/2013	100 SHS FREEPORT MCMORAN CP&GLD	1/11/13	3,140	3,490	(350)
9/20/2013	100 SHS CAPITAL ONE FINANCIAL CORP, NET OF CALL OF \$112.99	2/26/2013	6,250	5,094	1,156
09/20/13	100 SHS HONEYWELL INTL INC, NET OF CALL OF \$125.99	01/11/13	7,750	6,625	1,125
4/4/14	5 CALLS EFA		395	-	395
4/4/14	5 CALLS EFA		275	0	275
4/4/14	1 CALL CAT		219	0	219
4/4/14	1 CALL CP		200	0	200
4/4/14	1 CALL NSC		183	0	183
4/4/14	1 CALL BUD		157	0	157
4/4/14	3 CALLS MSFT		129	0	129
4/4/14	1 CALL UNH		97	0	97
	TOTAL		63,287	59,003	4,284
LONG TERM TRANSACTIONS					
7/19/2013	100 SHS WELLS FARGO	4/28/2011	7,400	5,847	1,553
8/22/2013	18,396 226 SHS PIMCO TOTAL RETURN	VARIOUS	195,000	200,967	(5,967)
8/22/2013	100 SHS MICROSOFT INC	12/18/09	3,237	3,001	236
8/22/2013	200 SHS WILLIAMS PARTNERS LTD	4/4/2012	9,866	10,912	(1,046)
03/19/14	25 SHS ISHARES RUSSELL 2000 ETF	10/26/11	2,983	1,788	1,195
03/19/14	895 057 SHS PIMCO UNCONSTRAINED BOND FUND	02/25/11	10,000	9,991	9
03/19/14	295 699 SHS PIMCO UNCONSTRAINED BOND FUND	02/25/11	3,300	3,297	3
03/19/14	100 SHS VANGUARD FTSE EMERGING MARKETS	12/18/09	3,891	4,000	(109)
6/20/14	100 SHS CDN PACIFIC RY LTD (NET OF CALL OF \$199.99)	4/30/2013	16,500	12,413	4,087
6/20/14	100 SHS ANHEUSER BUSCH INBEV SA (NET OF CALL OF \$156.99)	4/30/2013	11,000	9,539	1,461
6/20/14	100 SHS CATERPILLAR INC (NET OF CALL OF \$218.79)	2/26/2013	10,500	8,915	1,585
6/20/14	100 SHS NORFOLK SOUTHERN CORP (NET OF CALL OF \$182.99)	10/3/2012	10,000	6,562	3,438
4/4/2014	149 857 SHS PIMCO TOTAL RETURN	10/1/2010	1,618	1,738	(120)
4/4/2014	35 328 SHS PIMCO TOTAL RETURN	11/1/10	382	413	(31)
4/16/2014	892 857 SHS PIMCO UNCONSTRAINED BOND FUND	2/25/11	10,000	9,955	45
4/8/2014	500 SHS SPROTT PHYSICAL SILVER TRUST	10/29/10	3,970	5,000	(1,030)
4/29/2014	750 SHS SPROTT PHYSICAL SILVER TRUST	10/29/10	5,805	7,500	(1,695)
	TOTAL		305,451	301,838	3,613

THE MACAULEY FOUNDATION, INC
EIN. 06-1439255
FORM 990 PF

LIST OF OFFICERS, DIRECTORS AND KEY EMPLOYEES

<u>NAME, ADDRESS, TITLE</u>	<u>COMPENSATION</u>
ANNIE YATES 131 HAZEL PLAIN ROAD WOODBURY, CT 06798 EXECUTIVE DIRECTOR	51,980
ALMA JANE MACAULEY 12227 NORTH CIRCLE NORTH PALM BEACH, FL 33408 EXECUTIVE V P. AND DIRECTOR	0
MELINDA RICE MACAULEY 188 HAIGHTS ST SAN FRANCISCO, CA 94110 DIRECTOR	0
ROBERT C. MACAULEY JR , M D 175 HILLS POINT RD CHARLOTTE, VT 05455 DIRECTOR	0
ANNE MARIE WEIRETHER 1 EAST HAYESTOWN RD UNIT 79 DANBURY, CT 06811 SECRETARY	0

**The Macauley Foundation
 CONTRIBUTIONS, GIFTS AND GRANTS PAID
 FISCAL YEAR ENDED JUNE 30, 2014
 EIN: 06-1439255**

AmeriCares 88 Hamilton Avenue Stamford, Connecticut 06902	100,000
Bridgeport Rescue Mission 1088 Fairfield Avenue P O Box 9057 Bridgeport, Connecticut 06601-9057	10,000
Children of the Light 3615 62nd Street E Bradenton, Florida 34208	5,000
Children of Nowhere 299 West 12th Street Apt 5F New York, New York 10014	10,000
The Denan Project P O Box 543 Woodbury, Connecticut 06798	30,000
Education and Hope P O Box 486 Norwalk, Connecticut 06856	10,000
El Porvenir 10955 Westminster Drive Suite 400 Westminster, Colorado 80021	5,000
Fraternite Notre Dame Triborough Station P O Box 1713 New York, New York 10035	24,000
Good Counsel Homes P O Box 6068 Hoboken, New Jersey 07030	7,500
Haitian Health Foundation 97 Sherman Street Norwich, Connecticut 06360	25,000
Indian Mobile Mission P O Box 838 Snowflake, Arizona 85937	5,000
The Kellermann Foundation P O Box 1901 Penn Valley, California 95946	12,500
Lynchburg College 1501 Lakeside Drive Lynchburg Virginia 24501	4,000
Senior Gleaners, Inc 1951 Bell Avenue Sacramento, California 95838	15,000
S H A R E Africa P O Box 263 Nyack, New York 10960	25,000
Star of the Sea P O Box 313230 Jamaica, New York 11431	10,000
Waterbury Youth Services 83 Prospect Street Waterbury, Connecticut 06702	<u>10,000</u>
Total	<u>308,000</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	49,380.	0.	49,380.	49,380.	
TO PART I, LINE 4	49,380.	0.	49,380.	49,380.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PIACENTE & STANO CPA'S LLP-PREPARATION OF 990PF	2,850.	2,850.		0.
TO FORM 990-PF, PG 1, LN 16B	2,850.	2,850.		0.

FORM 990-PF	TAXES			STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (REFUNDED)	24,045.	24,045.		0.
PAYROLL TAXES	4,539.	0.		0.
FOREIGN TAXES	114.	114.		0.
TO FORM 990-PF, PG 1, LN 18	28,698.	24,159.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXP	1,106.	0.		0.
ASSET MANAGEMENT FEES	14,836.	14,836.		0.
FILING FEES	380.	0.		0.
WORKERS COMPENSATION				
INSURANCE	361.	0.		0.
PAYROLL SERVICE FEES	976.	0.		0.
TELEPHONE	53.	0.		0.
TO FORM 990-PF, PG 1, LN 23	17,712.	14,836.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS, MUTUAL FUNDS, ETC	1,354,966.	1,464,556.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,354,966.	1,464,556.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT

6

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,841.	1,841.	0.
COMPUTER	1,642.	1,642.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,483.	3,483.	0.