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Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

OLIVIERI JOHNSTON FAMILY FOUNDATION

A Employer identification number

26-0702182

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

CUMMINGS & LOCKWOOD POBOX 271820

Room/suite

B Telephone number

(860) 313-4930

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

WEST HARTFORD, CT 06127

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

I Fair market value of all assets at end of year

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

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

\$ 600,739. (Part I, column (d) must be on cash basis)

D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐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)
Revenue	1 Contributions, gifts, grants, etc., received	4,713.		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	21,092.	21,092.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,740.			
	b Gross sales price for all assets on line 6a	341,195.			
	7 Capital gain net income (from Part IV, line 2)		11,740.		
	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	37,545.	32,832.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	4,613.	4,613.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	306.	306.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,919.	4,919.		0.
	25 Contributions, gifts, grants paid	20,000.			20,000.
26 Total expenses and disbursements Add lines 24 and 25	24,919.	4,919.		20,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	12,626.				
b Net investment income (if negative, enter -0-)		27,913.			
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 (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	1,729.	6,578.	6,578.
	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 4	508,491.	516,268.	594,161.
	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 ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	510,220.	522,846.	600,739.	
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 type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	510,220.	522,846.	
	30 Total net assets or fund balances	510,220.	522,846.	
31 Total liabilities and net assets/fund balances	510,220.	522,846.		

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	510,220.
2 Enter amount from Part I, line 27a	2	12,626.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	522,846.
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	522,846.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 341,195.		329,455.	11,740.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			11,740.

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	11,740.
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	30,378.	535,945.	.056681
2011	20,000.	521,810.	.038328
2010	10,000.	523,050.	.019119
2009	10,000.	348,332.	.028708
2008	19,973.	302,584.	.066008

2 Total of line 1, column (d)	2	.208844
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	.041769
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	572,756.
5 Multiply line 4 by line 3	5	23,923.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	279.
7 Add lines 5 and 6	7	24,202.
8 Enter qualifying distributions from Part XII, line 4	8	20,000.

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)			
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		1	558.
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	558.
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	558.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,115.		
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	1,115.
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	557.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	557. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) NY		
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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► PAUL L. BOURDEAU, ESQUIRE Telephone no. ► (860) 313-4930			
Located at ► CUMMINGS & LOCKWOOD PO BOX 271820, W HARTFORD, CT ZIP+4 ► 06127				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 checked="" type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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"/> N/A <input checked="" type="checkbox"/>	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. <input type="checkbox"/>		
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"/> N/A <input checked="" type="checkbox"/>	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

▶ ☐

5b

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANCES REESE OLIVIERI	TRUSTEE			
CUMMINGS & LOCKWOOD, PO BOX 271820		0.00	0.	0.
WEST HARTFORD, CT 06127				
LOWELL D. JOHNSTON	TRUSTEE			
CUMMINGS & LOCKWOOD, PO BOX 271820		0.00	0.	0.
WEST HARTFORD, CT 06127				

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 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	574,125.
b	Average of monthly cash balances	1b	7,353.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	581,478.
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	581,478.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,722.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	572,756.
6	Minimum investment return. Enter 5% of line 5	6	28,638.

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	28,638.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	558.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	558.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,080.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	28,080.
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	28,080.

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	20,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,000.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,000.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				28,080.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			11,889.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 20,000.				
a Applied to 2012, but not more than line 2a			11,889.	
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				8,111.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				19,969.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ▶

☐ 4942(i)(3) or ☐ 4942(i)(5)

- [illegible]

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BUCKLEY SCHOOL IN THE CITY OF NEW YORK 113 EAST 73RD STREET NEW YORK, NY 10021	NONE	PUBLIC	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	2,000.
CHAPIN SCHOOL LTD 100 EAST END AVENUE NEW YORK, NY 10028	NONE	PUBLIC	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	2,000.
CHURCH OF THE REGENERATION PO BOX 321 PINE PLAINS, NY 12567	NONE	PUBLIC	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	2,000.
CONSTITUTION MARSH AUDUBON CENTER AND SANCTUARY (NATIONAL AUDUBON SOCIETY) 127 WARREN LANDING ROAD COLD SPRINGS, NY 10516	NONE	PUBLIC	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	2,000.
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	2,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				20,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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	60 SHS. ISHARES TRUST S&P 500 INDEX FUND	P	07/08/10	07/11/13
b	15 SHS. ISHARES TRUST S&P 500 INDEX FUND	P	01/10/11	07/11/13
c	725 SHS. ISHARES MSCI PACIFIC EX-JAPAN INDEX	P	04/26/13	07/11/13
d	105 SHS. ISHARES MSCI EMERGING MARKETS	P	04/26/13	07/11/13
e	55 SHS. VANGUARD INTERNATIONAL EQUITY INDEX FD EU	P	07/31/12	07/11/13
f	10 SHS. VANGUARD SCOTTSDALE FUNDS SHORT TERM CORP	P	10/28/10	07/11/13
g	410 SHS. WISDOM TREE EMERGING MARKETS EQUITY INCO	P	04/26/13	08/26/13
h	19.4782 SHS. LAZARD CAP ALLOCATOR OPPORTUNISTIC S	P	03/26/08	10/04/13
i	.1148 SHS. LAZARD CAP ALLOCATOR OPPORTUNISTIC STR	P	04/18/08	10/04/13
j	425 SHS. ISHARES MSCI EMERGING MKTS MINIMUM VOLAT	P	02/07/13	10/08/13
k	245 SHS. ISHARES MSCI EMERGING MKTS MINIMUM VOLAT	P	04/26/13	10/08/13
l	5 SHS. ISHARES TRUST S&P 500 INDEX FUND	P	01/10/11	10/08/13
m	70 SHS. ISHARES S&P MIDCAP 400 INDEX FUND	P	05/10/10	10/08/13
n	20 SHS. ISHARES S&P MIDCAP 400 INDEX FUND	P	07/08/11	10/08/13
o	10 SHS. ISHARES S&P SMALLCAP 600 INDEX FUND	P	07/08/11	10/08/13

(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 9,875.		6,149.	3,726.
b 2,468.		1,921.	547.
c 31,119.		36,118.	<4,999.>
d 4,691.		5,268.	<577.>
e 2,681.		2,324.	357.
f 782.		787.	<5.>
g 18,289.		19,510.	<1,221.>
h 208.		212.	<4.>
i 1.		1.	0.
j 25,364.		25,930.	<566.>
k 14,622.		15,003.	<381.>
l 836.		640.	196.
m 8,709.		5,609.	3,100.
n 2,488.		1,991.	497.
o 985.		747.	238.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,726.
b			547.
c			<4,999.>
d			<577.>
e			357.
f			<5.>
g			<1,221.>
h			<4.>
i			0.
j			<566.>
k			<381.>
l			196.
m			3,100.
n			497.
o			238.

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

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

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	145 SHS. VANGUARD TOTAL BOND MARKET ETF	P	09/09/11	10/08/13
b	60 SHS. VANGUARD TOTAL BOND MARKET ETF	P	01/13/12	10/08/13
c	180 SHS. VANGUARD TOTAL BOND MARKET ETF	P	04/05/12	10/08/13
d	80 SHS. VANGUARD SCOTTSDALE FUND SHORT TERM CORPO	P	10/28/10	10/08/13
e	25 SHS. VANGUARD SCOTTSDALE FUND SHORT TERM CORPO	P	04/13/11	10/08/13
f	20 SHS. VANGUARD SCOTTSDALE FUND SHORT TERM CORPO	P	07/08/11	10/08/13
g	50 SHS. VANGUARD SCOTTSDALE FUND SHORT TERM CORPO	P	04/23/12	10/08/13
h	185 SHS. VANGUARD SCOTTSDALE FUND SHORT TERM CORP	P	10/04/12	10/08/13
i	305 SHS. WISDOM TREE EMERGING MARKETS EQUITY INCO	P	04/26/13	10/08/13
j	100 SHS. WISDOM TREE EMERGING MARKETS EQUITY INCO	P	07/11/13	10/08/13
k	485 SHS. ISHARES MSCI JAPAN INDEX	P	05/24/13	01/09/14
l	140 SHS. ISHARES TR BARCLAYS 1-3 YR TREAS BD	P	10/08/13	01/09/14
m	100 SHS. ISHARES MSCI EMERGING MARKETS	P	04/26/13	01/09/14
n	210 SHS. VANUARD INTERANTIONAL EQUITY INDEX FD EU	P	07/31/12	01/09/14
o	25 SHS. VANUARD INTERANTIONAL EQUITY INDEX FD EUR	P	10/04/12	01/09/14

(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 11,696.		12,167.	<471.>
b 4,840.		5,011.	<171.>
c 14,520.		14,963.	<443.>
d 6,363.		6,293.	70.
e 1,988.		1,944.	44.
f 1,591.		1,576.	15.
g 3,977.		3,970.	7.
h 14,714.		14,885.	<171.>
i 14,154.		14,513.	<359.>
j 4,641.		4,781.	<140.>
k 5,791.		5,961.	<170.>
l 11,806.		11,826.	<20.>
m 4,754.		5,017.	<263.>
n 12,099.		8,873.	3,226.
o 1,440.		1,145.	295.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<471.>
b			<171.>
c			<443.>
d			70.
e			44.
f			15.
g			7.
h			<171.>
i			<359.>
j			<140.>
k			<170.>
l			<20.>
m			<263.>
n			3,226.
o			295.

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

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

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	400 SHS. ISHARES TR BARCLAYS 20+ YR TREAS BD	P	10/08/13	01/10/14
b	195 SHS. ISHARES TR BARCLAYS 1-3 YR TREAS BD	P	10/08/13	04/22/14
c	5 SHS. ISHARES S&P SMALLCAP 600 INDEX FUND	P	07/08/11	04/22/14
d	82 SHS. ISHARES S&P SMALLCAP 600 INDEX FUND	P	01/13/12	04/22/14
e	127 SHS. ISHARES MSCI EMERGING MARKETS	P	04/26/13	04/22/14
f	92 SHS. ISHARES S&P SMALLCAP 600 INDEX FUND	P	01/13/12	05/09/14
g	230.9910 SHS. LAZARD CAP ALLOCATOR OPPORTUNISTIC	P	04/18/08	05/28/14
h	11 SHS. ISHARES TRUST S&P 500 INDEX FUND	P	01/10/11	05/30/14
i	12 SHS. ISHARES TR CORE TOTAL US BD MKT	P	01/09/14	05/30/14
j	25 SHS. ISHARES MSCI EMERGING MARKETS	P	04/26/13	05/30/14
k	18 SHS. VANGUARD INTERNATIONAL EQUITY INDEX FD EU	P	10/04/12	05/30/14
l	218.6310 SHS. LAZARD CAP ALLOCATOR OPPORTUNISTIC	P	04/18/08	06/11/14
m	110 SHS. ISHARES MSCI JAPAN INDEX	P	05/24/13	06/13/14
n	10 SHS. ISHARES S&P 500 INDEX FUND	P	01/10/11	06/13/14
o	10 SHS. ISHARES TR CORE TOTAL US BD MKT	P	01/09/14	06/13/14

(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 41,009.		42,375.	<1,366.>
b 16,469.		16,472.	<3.>
c 535.		374.	161.
d 8,794.		5,777.	3,017.
e 6,325.		6,372.	<47.>
f 9,680.		6,481.	3,199.
g 2,400.		2,414.	<14.>
h 2,110.		1,409.	701.
i 1,303.		1,280.	23.
j 1,267.		1,254.	13.
k 1,087.		824.	263.
l 2,300.		2,285.	15.
m 1,278.		1,352.	<74.>
n 1,960.		1,281.	679.
o 1,079.		1,067.	12.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,366.>
b			<3.>
c			161.
d			3,017.
e			<47.>
f			3,199.
g			<14.>
h			701.
i			23.
j			13.
k			263.
l			15.
m			<74.>
n			679.
o			12.

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

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

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 25 SHS. ISHARES MSCI EMERGING MARKETS		P	04/26/13	06/13/14
b 20 SHS. VANGUARD INTERNATIONAL EQUITY INDEX FUNDS		P	07/11/13	06/13/14
c 20 SHS. VANGUARD INTERNATIONAL EQUITY INDEX FUNDS		P	10/04/12	06/13/14
d CAPITAL GAINS DIVIDENDS				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 1,304.		1,254.	50.
b 1,222.		1,133.	89.
c 1,223.		916.	307.
d 2,358.			2,358.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
(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			50.
b			89.
c			307.
d			2,358.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	11,740.
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

3 Grants and Contributions Paid During the Year (Continuation)

323831
05-01-13

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ISHARES INC MSCI EMERGING MARKETS MKTS	1,103.	0.	1,103.	1,103.	
ISHARES INC MSCI EMERGING MKTS MINIMUM VOLATILITY	421.	0.	421.	421.	
ISHARES INC MSCI JAPAN INDEX	337.	0.	337.	337.	
ISHARES INC MSCI PACIFIC EX-JAPAN INDEX	683.	0.	683.	683.	
ISHARES S&P MIDCAP 400 INDEX FUND	483.	0.	483.	483.	
ISHARES S&P SMALLCAP 600 INDEX FUND	300.	0.	300.	300.	
ISHARES TR BARCLAYS 20+ YR TREAS BD	373.	0.	373.	373.	
ISHARES TR CORE TOTAL US BD MKT	689.	0.	689.	689.	
ISHARES TRUST BARCLAYS 1-3 YR TREAS BD	32.	0.	32.	32.	
ISHARES TRUST S&P 100 INDEX FUND	45.	0.	45.	45.	
ISHARES TRUST S&P 500 INDEX FUND	2,373.	0.	2,373.	2,373.	
LAZARD CAP ALLOCATOR OPPORTUNISTIC	12,644.	2,358.	10,286.	10,286.	
VANGUARD INTERNATIONAL EQUITY INDEX FD	2,647.	0.	2,647.	2,647.	
VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	887.	0.	887.	887.	
VANGUARD SCOTTSDALE FUNDS SHORT-TERM	173.	0.	173.	173.	
VANGUARD TOTAL BOND MARKET ETF	260.	0.	260.	260.	
TO PART I, LINE 4	23,450.	2,358.	21,092.	21,092.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUMMINGS & LOCKWOOD LLC - LEGAL FEES	4,613.	4,613.		0.
TO FM 990-PF, PG 1, LN 16A	4,613.	4,613.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LAZARD CAPITAL MARKETS LLC - ADVISOR FEES	206.	206.		0.
NEW YORK STATE DEPARTMENT OF LAW - FILING FEE	100.	100.		0.
TO FORM 990-PF, PG 1, LN 23	306.	306.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,378 SHS. ISHARES MSCI EMERGING MARKETS	68,600.	71,243.
3,194 SHS. ISHARES MSCI JAPAN INDEX	36,391.	38,456.
764 SHS. ISHARES TR CORE TOTAL US BD MKT	81,835.	83,582.
117 SHS. ISHARES TRUST S&P 100 INDEX FD	9,712.	10,124.
195 SHS. ISHARES S&P MIDCAP 400 INDEX FUND	20,496.	27,901.
91 SHS. ISHARES S&P SMALLCAP 600 INDEX FUND	8,642.	10,200.
555 SHS. ISHARES TRUST S&P 500 INDEX FUND	81,433.	109,335.
13,259.028 SHS. LAZARD CAP ALLOCATOR OPPORTUNISTIC STRAT PRTINSTL	120,355.	139,618.
1,110 SHS. VANGUARD INTERNATIONAL EQUITY INDEX FD EUROPEAN ETF	54,778.	66,545.
597 SHS. VANGUARD INTERNATIONAL EQUITY INDEX FUNDS PACIFIC ETF	34,026.	37,157.
TOTAL TO FORM 990-PF, PART II, LINE 10B	516,268.	594,161.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 5

NAME OF CONTRIBUTOR

ADDRESS

FRANCES REESE OLIVIERI

36 EAST 72ND STREET
NEW YORK, NY 10021

LOWELL D. JOHNSTON

36 EAST 72ND STREET
NEW YORK, NY 10021

FORM 990-PF

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

STATEMENT 6

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDPAUL L. BOURDEAU, ESQUIRE
CUMMINGS & LOCKWOOD, P.O. BOX 271820
WEST HARTFORD, CT 06127TELEPHONE NUMBER

(860) 313-4930

FORM AND CONTENT OF APPLICATIONS

LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE