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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

Open to Public Inspection

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

For calendar year 2013, or tax year beginning 10-01-2013, and ending 09-30-2014

Name of foundation GEORGE WP MAGEE TRUST		A Employer identification number 04-6011097						
Number and street (or P O box number if mail is not delivered to street address) Room/suite P O BOX 1802		B Telephone number (see instructions) (888) 866-3275						
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 029011802		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table border="0"> <tr> <td><input type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<input type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
<input type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation							
<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation							
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,746,058	J Accounting method: <table border="0"> <tr> <td><input type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis.)	<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual							
<input type="checkbox"/> Other (specify) _____								

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))		(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 <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	99,658	98,395		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	545,080			
	b Gross sales price for all assets on line 6a 4,349,091				
	7 Capital gain net income (from Part IV, line 2)		545,080		
	8 Net short-term capital gain			0	
	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)					
12 Total. Add lines 1 through 11	644,738	643,475			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	73,431	44,059		29,372
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	1,250	0	0	1,250
	c Other professional fees (attach schedule)	19,113			19,113
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	30,623	1,145		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	4,711			4,711
	24 Total operating and administrative expenses. Add lines 13 through 23	129,128	45,204	0	54,446
	25 Contributions, gifts, grants paid	329,700			329,700
26 Total expenses and disbursements. Add lines 24 and 25	458,828	45,204	0	384,146	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	185,910				
b Net investment income (if negative, enter -0-)		598,271			
c Adjusted net income (if negative, enter -0-)			0		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	2,444,890	305,788	305,788			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0			
	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 ▶ _____ 0						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)	118,661					
	b Investments—corporate stock (attach schedule)	3,821,033 <input checked="" type="checkbox"/>	7,095,151	7,322,070			
	c Investments—corporate bonds (attach schedule)	375,734 <input checked="" type="checkbox"/>	102,365	118,200			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						0
	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)	6,760,318	7,503,304	7,746,058				
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)		0					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	6,760,318	7,503,304				
	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 page 17 of the instructions)	6,760,318	7,503,304					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,760,318	7,503,304					

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	6,760,318
2	Enter amount from Part I, line 27a	2	185,910
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	559,577
4	Add lines 1, 2, and 3	4	7,505,805
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	2,501
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,503,304

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	545,080
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 page 18 of 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	341,511	7,055,418	0.048404
2011	341,949	6,662,420	0.051325
2010	273,764	6,895,547	0.039702
2009	312,875	6,408,606	0.048821
2008	365,328	5,656,864	0.064581

2	Total of line 1, column (d).	2	0.252833
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	0.050567
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,544,055
5	Multiply line 4 by line 3.	5	381,480
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,983
7	Add lines 5 and 6.	7	387,463
8	Enter qualifying distributions from Part XII, line 4.	8	384,146

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 11,965, 18,000, 6,035, and 0.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-e) regarding foundation activities. Includes Yes/No columns and specific questions about political activities and tax returns.

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		No		
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				
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>PO BOX 1802 PROVIDENCE RI</u> ZIP +4 ▶ <u>029011802</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
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 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		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>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</p> <p>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</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>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</p> <p>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</p>	5b		
6b	No		
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
BANK OF AMERICA N A 225 FRANKLIN STREET BOSTON, MA 02110	TRUSTEE 1	73,431		

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				

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

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

3 Five highest-paid independent contractors for professional services (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		
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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	7,068,096
b	Average of monthly cash balances.	1b	590,843
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,658,939
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	7,658,939
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	114,884
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,544,055
6	Minimum investment return. Enter 5% of line 5.	6	377,203

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	377,203
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	11,965
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,965
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	365,238
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	365,238
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	365,238

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	384,146
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	384,146
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	384,146

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				365,238
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	12,434			
b From 2009.	0			
c From 2010.	0			
d From 2011.	15,273			
e From 2012.	6,666			
f Total of lines 3a through e.	34,373			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>384,146</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				365,238
e Remaining amount distributed out of corpus	18,908			
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	53,281			
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 instructions.			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) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	12,434			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	40,847			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	15,273			
d Excess from 2012.	6,666			
e Excess from 2013.	18,908			

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

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

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

ONLINE APPLICATION
225 FRANKLIN STREET
BOSTON, MA 02110
(888) 866-3275

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

WWW.BANKOFAMERICA.COM/GRANTMAKING

c Any submission deadlines

WWW.BANKOFAMERICA.COM/GRANTMAKING

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

WWW.BANKOFAMERICA.COM/GRANTMAKING

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 329,700
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
24018 269 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES		2013-09-27	2013-12-26
13130 325 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES		2013-09-27	2014-04-11
11997 875 COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES		2011-08-24	2013-12-26
5639 982 COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES		2011-10-03	2013-12-26
12442 44 COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES		2011-10-03	2014-04-11
8485 9 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		2010-09-21	2013-12-26
8764 016 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		2011-10-03	2013-12-26
6263 306 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		2011-10-03	2014-04-11
5524 862 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		2010-09-16	2014-04-11
244 661 SMALL CAP GROWTH LEADERS CTF		2013-09-30	2013-12-31
24049 778 CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I		2013-08-22	2013-12-26
56 092 EMERGING MARKETS STOCK COMMON TRUST FUND		2013-12-31	2014-04-30
1688 496 MID CAP VALUE CTF		2013-09-30	2014-06-30
327 078 SMALL CAP VALUE CTF		2013-09-30	2013-12-31
150 292 SMALL CAP VALUE CTF		2013-09-30	2014-04-11
1385 289 MID CAP GROWTH CTF		2013-09-30	2014-06-30
100000 GOLDMAN SACHS GROUP INC NT		2008-01-09	2014-01-15
150000 GOLDMAN SACHS GROUP INC NT		2008-01-22	2014-01-15
275 764 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-04-11	2014-04-23
61 948 DIVIDEND INCOME COMMON TRUST FUND		2013-12-31	2014-04-30
110 ISHARES CORE S&P MID CAP ETF		2013-09-27	2013-12-26
13 ISHARES CORE S&P MID CAP ETF		2014-04-11	2014-04-23
21 ISHARES CORE S&P MID CAP ETF		2013-09-27	2014-04-23
445 ISHARES RUSSELL 2000 ETF		2013-09-27	2013-12-26
27 ISHARES RUSSELL 2000 ETF		2014-04-11	2014-04-23
143 13 IVY ASSET STRATEGY FUND CL I		2013-12-26	2014-04-23
9875 734 MFS VALUE FUND CL I		2013-09-27	2013-12-26
6860 668 MFS VALUE FUND CL I		2013-09-27	2014-04-11
22472 788 METRO WEST T/R BD CL I		2012-03-29	2013-12-26
12419 567 METRO WEST T/R BD CL I		2012-03-29	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
3223 388 PIMCO TOTAL RETURN FUND INSTL		2010-09-16	2013-12-26
10511 883 PIMCO TOTAL RETURN FUND INSTL		2011-08-24	2013-12-26
6936 794 PIMCO HIGH YIELD FD INSTL CL		2012-09-28	2013-12-26
32 248 PIMCO HIGH YIELD FD INSTL CL		2012-09-28	2014-04-11
2350 995 PERMANENT PORTFOLIO		2013-12-26	2014-04-11
18334 227 PIMCO ALL ASSET ALL AUTH FUND INSTL CL		2013-12-26	2014-04-11
30 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-04-11	2014-04-23
15000 PRUDENTIAL FINL INC MTN SER B		2004-03-29	2014-04-01
5000 UNITED STATES TREAS BD DTD 02/15/01 5 375% DUE 02/15/31		2005-06-23	2014-04-11
20000 UNITED STATES TREAS BD DTD 02/15/01 5 375% DUE 02/15/31		2005-02-08	2014-04-11
5000 UNITED STATES TREAS BD DTD 02/15/01 5 375% DUE 02/15/31		2005-12-13	2014-04-11
5000 UNITED STATES TREAS BD DTD 02/15/01 5 375% DUE 02/15/31		2005-12-13	2014-04-11
5000 UNITED STATES TREAS NT DTD 03/15/05 4 000%		2005-05-16	2014-04-11
5000 UNITED STATES TREAS NT DTD 03/15/05 4 000%		2005-04-15	2014-04-11
50000 UNITED STATES TREAS NT DTD 03/15/05 4 000%		2005-09-29	2014-04-11
20000 UNITED STATES TREAS NTS DTD 11/15/05		2005-12-23	2014-04-11
2000 VANGUARD FTSE DEVELOPED MARKETS ETF		2013-09-27	2013-12-26
54 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-04-11	2014-04-23
53 VANGUARD FTSE DEVELOPED MARKETS ETF		2013-09-27	2014-04-23
1767 VANGUARD FTSE DEVELOPED MARKETS ETF		2013-09-27	2014-06-30
5420 VANGUARD FTSE EMERGING MKTS ETF		2013-09-27	2014-04-11
1045 VANGUARD FTSE EMERGING MKTS ETF		2013-12-26	2014-04-11
126 VANGUARD REIT ETF		2014-04-11	2014-04-23
959 VANGUARD REIT ETF		2014-04-11	2014-06-30
140 VANGUARD REIT ETF		2013-09-27	2014-06-30
5000 VODAFONE GROUP PLC NEW NT UNITED KINGDOM		2004-03-30	2014-03-26
1551 238 HIGH QUALITY CORE COMMON TRUST FUND		2013-09-30	2013-12-31
431 393 HIGH QUALITY CORE COMMON TRUST FUND		2013-09-30	2014-04-11
6783 561 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2014-06-30
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
239,222		239,222	
131,172		130,778	394
219,081		150,453	68,628
102,986		67,059	35,927
224,959		147,941	77,018
163,269		93,769	69,500
168,620		96,229	72,391
113,303		68,771	44,532
99,945		60,000	39,945
5,177		4,940	237
175,563		177,968	-2,405
2,645		2,664	-19
49,961		45,079	4,882
7,805		7,423	382
3,561		3,472	89
36,243		36,240	3
100,000		101,158	-1,158
150,000		151,983	-1,983
2,926		2,909	17
2,980		2,989	-9
14,678		13,640	1,038
1,769		1,723	46
2,857		2,604	253
51,485		47,359	4,126
3,076		3,000	76
4,537		4,593	-56
327,776		306,839	20,937
223,109		213,161	9,948
236,638		237,313	-675
133,386		131,151	2,235

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,394		37,004	-2,610
112,162		115,000	-2,838
66,593		66,038	555
313		307	6
103,679		112,095	-8,416
186,826		186,826	
795		791	4
15,000		14,953	47
6,461		5,853	608
25,843		23,056	2,787
6,461		5,479	982
6,461		5,473	988
5,165		4,943	222
5,165		4,905	260
51,646		49,894	1,752
21,357		20,081	1,276
82,306		79,722	2,584
2,245		2,205	40
2,203		2,113	90
75,114		70,434	4,680
222,242		220,824	1,418
42,849		42,050	799
9,069		8,910	159
71,540		67,816	3,724
10,444		9,333	1,111
5,213		5,209	4
19,510		18,277	1,233
5,315		5,186	129
84,640		77,050	7,590
			49,436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			394
			68,628
			35,927
			77,018
			69,500
			72,391
			44,532
			39,945
			237
			-2,405
			-19
			4,882
			382
			89
			3
			-1,158
			-1,983
			17
			-9
			1,038
			46
			253
			4,126
			76
			-56
			20,937
			9,948
			-675
			2,235

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-2,610
			-2,838
			555
			6
			-8,416
			4
			47
			608
			2,787
			982
			988
			222
			260
			1,752
			1,276
			2,584
			40
			90
			4,680
			1,418
			799
			159
			3,724
			1,111
			4
			1,233
			129
			7,590

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WESTERN MA COUNCIL CHESTERFIELD 1 ARCH ROAD SUITE 5 WESTFIELD, MA 01085	N/A	PC	SUPPORT THE HORACE A MOSES	17,300
ANNAWON COUNCIL 152 WEST MAIN STREET NORTON, MA 02766	N/A	PC	SUPPORT PURCHASE &	20,000
BOSTON MINUTEMAN COUNCIL 411 UNQUITY ROAD MILTON, MA 021863634	N/A	PC	SUPPORT CAMP SAYRE CABIN	50,000
KNOX TRAIL COUNCIL 490 UNION AVE FRAMINGHAM, MA 017025817	N/A	PC	SUPPORT WATERFRONT	45,400
NASHUA VALLEY COUNCIL 1980 LUNENBURG RD LANCASTER, MA 015232735	N/A	PC	SUPPORT CAMP STAFF HOUSING	25,000
MOHEGAN COUNCIL 19 HARVARD ST WORCESTER, MA 016092870	N/A	PC	SUPPORT TREASURE VALLEY	35,000
OLD COLONY COUNCIL 2438 WASHINGTON ST CANTON, MA 020211152	N/A	PC	REPLACEMENT OF SWIMMING	40,000
YANKEE CLIPPER COUNCIL 36 AMESBURY ROAD HAVERHILL, MA 018302802	N/A	PC	SUPPORT LAING COTTAGE	40,000
CAPE COD & THE ISLANDS COUNCIL INC 247 WILLOW ST YARMOUTH PORT, MA 02675	N/A	PC	SUPPORT ROPES COURSE	35,000
NARRAGANSETT COUNCIL EAST BAY SCOUT SHOP 79 SWANSEA MALL DRIVE SWANSEA, MA 02777	N/A	PC	RENOVATIONS TO PRESCOTT	22,000
Total				329,700

TY 2013 Accounting Fees Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,250			1,250

TY 2013 Compensation Explanation

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Person Name	Explanation
BANK OF AMERICA N A	SEE ATTACHED FOOTNOTE

**TY 2013 Investments Corporate
Bonds Schedule**

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Name of Bond	End of Year Book Value	End of Year Fair Market Value
36962GXZ2 GENERAL ELEC CAP COR	19,297	26,369
38143UAB7 GOLDMAN SACHS GROUP		
74432QAD7 PRUDENTIAL FINL INC		
87612EAK2 TARGET CORP DTD 10/3	33,748	38,123
931142BY8 WAL-MART STORES INC	42,947	46,438
25156PAC7 DEUTSCHE TELEKOM INT	6,373	7,270
92857WAD2 VODAFONE GROUP PLC N		

TY 2013 Investments Corporate Stock Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464287234 ISHARES MSCI EMERGIN		
922908553 VANGUARD REIT ETF	405,276	446,548
674599105 OCCIDENTAL PETE CORP		
806857108 SCHLUMBERGER LTD COM		
26483E100 DUN & BRADSTREET COR		
913017109 UNITED TECHNOLOGIES		
023135106 AMAZON COM INC COM		
655664100 NORDSTROM INC COM		
22160K105 COSTCO WHSL CORP NEW		
544147101 LORILLARD INC COM		
713448108 PEPSICO INC COM		
125509109 CIGNA CORP COM		
375558103 GILEAD SCIENCES INC		
58155Q103 MCKESSON CORP COM		
883556102 THERMO FISHER SCIENT		
172967424 CITIGROUP INC NEW CO		
38141G104 GOLDMAN SACHS GROUP		
46625H100 J P MORGAN CHASE & C		
693475105 PNC FINL SVCS GROUP		
74144T108 PRICE T ROWE GROUP I		
949746101 WELLS FARGO & CO NEW		
037833100 APPLE INC COM		
268648102 EMC CORP COM		
38259P508 GOOGLE INC CL A COM		
594918104 MICROSOFT CORP COM		
92343V104 VERIZON COMMUNICATIO		
552983694 MFS VALUE FUND CL I		
19765N245 COLUMBIA DIVIDEND IN		
19765Y688 COLUMBIA SELECT LARG		
693390700 PIMCO TOTAL RETURN F		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
693390841 PIMCO HIGH YIELD FD	74,037	73,641
19765H362 COLUMBIA SHORT TERM		
22544R305 CREDIT SUISSE COMMOD		
592905509 METRO WEST T/R BD CL		
464287507 ISHARES CORE S&P MID	206,336	227,535
464287655 ISHARES RUSSELL 2000	140,487	144,233
73935S105 POWERSHARES DB COMMO	610,841	539,819
921943858 VANGUARD FTSE DEVELO	218,438	217,830
466001864 IVY ASSET STRATEGY F	412,782	403,658
38145C646 GOLDMAN SACHS STRATE	637,629	640,047
202671913 AGGREGATE BOND CTF	492,390	491,277
207543877 SMALL CAP GROWTH LEA	154,576	155,640
29099J109 EMERGING MARKETS STO	517,607	550,394
302993993 MID CAP VALUE CTF	257,677	274,774
303995997 SMALL CAP VALUE CTF	146,928	150,942
323991307 MID CAP GROWTH CTF	286,317	290,593
45399C107 DIVIDEND INCOME COMM	741,100	769,935
99Z466163 HIGH QUALITY CORE CO	366,490	398,637
99Z466197 INTERNATIONAL FOCUSE	718,009	760,958
99Z501647 STRATEGIC GROWTH COM	708,231	785,609

TY 2013 Investments Government Obligations Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Other Decreases Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Description	Amount
ADJUST CARRYING VALUE	2,501

TY 2013 Other Expenses Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER CHARITABLE EXPENSES	4,711	0		4,711

TY 2013 Other Increases Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Description	Amount
INCOME ADJUSTMENT	171,424
SALES ADJUSTMENT	388,153

TY 2013 Other Professional Fees Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTMAKING FEES - BOA	19,113			19,113

TY 2013 Taxes Schedule

Name: GEORGE WP MAGEE TRUST

EIN: 04-6011097

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	452	452		0
EXCISE TAX - PRIOR YEAR	11,478	0		0
EXCISE TAX ESTIMATES	18,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	498	498		0
FOREIGN TAXES ON NONQUALIFIED	195	195		0