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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

12/01, 2013, and ending

11/30, 2014

Name of foundation ADELE GIFFORD RESIDUARY TRUST 360888010		A Employer identification number 02-6046966
Number and street (or P O box number if mail is not delivered to street address) PO BOX 477		B Telephone number (see instructions) 603-229-5990
City or town, state or province, country, and ZIP or foreign postal code CONCORD, NH 03302-0477		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input 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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 14,465,840.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	338,936.	338,936.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	97,765.			
	b Gross sales price for all assets on line 6a	2,886,078.			
	7 Capital gain net income (from Part IV, line 2)		97,765.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	436,701.	436,701.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	123,742.	123,742.		
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 5	575.	575.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 6	35,833.	2,894.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 7	7,404.	7,404.		
	24 Total operating and administrative expenses. Add lines 13 through 23	167,554.	134,615.	NONE	NONE
	25 Contributions, gifts, grants paid	538,992.			538,992.
26 Total expenses and disbursements Add lines 24 and 25	706,546.	134,615.	NONE	538,992.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-269,845.				
b Net investment income (if negative, enter -0-)		302,086.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	46,391.	333,259.	333,259.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	3,004,188.	2,975,952.	2,938,541.
	b	Investments - corporate stock (attach schedule)	7,295,498.	6,753,877.	8,446,306.
	c	Investments - corporate bonds (attach schedule)	2,714,325.	2,727,471.	2,747,734.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,060,402.	12,790,559.	14,465,840.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	13,060,402.	12,790,559.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	13,060,402.	12,790,559.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,060,402.	12,790,559.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,060,402.
2	Enter amount from Part I, line 27a	2	-269,845.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	3	2.
4	Add lines 1, 2, and 3	4	12,790,559.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,790,559.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,886,078.		2,788,313.	97,765.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			97,765.		
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	97,765.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	777,871.	13,509,122.	0.057581
2011	649,122.	13,092,786.	0.049579
2010	701,090.	13,108,766.	0.053483
2009	538,437.	12,604,247.	0.042719
2008	573,868.	11,458,799.	0.050081
2 Total of line 1, column (d)			2 0.253443
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 0.050689
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 13,933,128.
5 Multiply line 4 by line 3			5 706,256.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,021.
7 Add lines 5 and 6			7 709,277.
8 Enter qualifying distributions from Part XII, line 4 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.			8 538,992.

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	6,042.
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	
3 Add lines 1 and 2		3	6,042.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,042.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,116.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,116.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	6,074.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	30.	

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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NH</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ▶ TD Bank NA Telephone no ▶ (603) 229-5990			
	Located at ▶ 143 NORTH MAIN STREET, CONCORD, NH ZIP+4 ▶ 03302-0477			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <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?	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? 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)	2b	X
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.)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**6b**

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? ☐ Yes ☒ 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
TD Bank NA PO Box 477, Concord, NH 03302-0477	Co-Trustee 1	98,142.	-0-	-0-
Harold C Hansen Esq 24070 Copperleaf Blvd The Brooks, Bonita Springs, FL	Co-Trustee 1	25,600.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	13,812,686.
b	Average of monthly cash balances	1b	332,622.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	14,145,308.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	14,145,308.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,180.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,933,128.
6	Minimum investment return. Enter 5% of line 5	6	696,656.

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	696,656.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,042.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,042.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	690,614.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	690,614.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	690,614.

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	538,992.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	538,992.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	538,992.

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				690,614.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	1,106.			
e From 2012	150,873.			
f Total of lines 3a through e	151,979.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>538,992.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				538,992.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	151,622.			151,622.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	357.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	357.			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	357.			
e Excess from 2013				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling
- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

- 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.

N/A

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:

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ROMAN CATHOLIC BISHOP OF MANCHESTER - ST HEDW 153 ASH STREET MANCHESTER NH 03105-0310	NONE	501(C) (3)	GENERAL OPERATIONS	134,748.
FELICIAN SISTERS OF THE THIRD ORDER OF ST FRA 871 MERCER ROAD BEAVER FALLS PA 15010-6815	NONE	501(C) (3)	GENERAL OPERATIONS	134,748.
ALBANY MEDICAL COLLEGE FOUNDATION ATTN: LAURA 43 NEW SCOTLAND AVE - MC119 ALBANY NY 12208	NONE	501(C) (3)	GENERAL OPERATIONS	134,748.
BENEDICTINE HEALTH FOUNDATION BARBARA KLASSEN 105 MARY'S AVENUE KINGSTON NY 12401	NONE	501(C) (3)	GENERAL OPERATIONS	134,748.
Total			3a	538,992.
b Approved for future payment				
Total			3b	

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|-------|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ Laura J Greene

12/17/2014

TD Bank Trustee

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

Signature of officer or trustee

Date _____

Title

LAURA F GREENE

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name Firm's EIN

Firm's address ►

Phone no

Form **990-PF** (2013)

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INCORPORATED	833.	833.
AT&T INC 4.45% 05/15/2021 DTD 04/29/11	2,893.	2,893.
ABBOTT LABS CO	2,130.	2,130.
ABBVIE INC	2,944.	2,944.
AETNA U S HEALTHCARE INC	1,233.	1,233.
AGILENT TECHNOLOGIES INC COM	1,170.	1,170.
INVESCO INTERNATIONAL GROWTH FUND INSTIT	12,193.	12,193.
AMERICAN EXPRESS CO	854.	854.
AMERICAN INTL GROUP INC COM NEW	845.	845.
AMERISOURCEBERGEN CORP	294.	294.
AMERIPRISE FINANCIAL INC	1,740.	1,740.
ANHEUSER-BUSCH 1.375% 07/15/2017 DTD 07/	1,513.	1,513.
APPLE COMPUTER, INC	4,273.	4,273.
APPLIED MATERIALS	1,371.	1,371.
BNK OF NOVA SCOTIA 2.375% 12/17/2013 DTD	1,603.	1,603.
BK OF NOVA SCOTIA 1.1% 12/13/2016 DTD 1	502.	502.
BERKSHIRE HATHAWAY 5.40% 5/15/2018 DTD 1	7,290.	7,290.
BLACKROCK INC CL A	2,895.	2,895.
BOEING CO	2,891.	2,891.
BUFFALO SMALL CAP FD #1444	2,832.	2,832.
CIT GROUP INC COM NEW	1,025.	1,025.
CME GROUP INC	5,967.	5,967.
CVS CORP	1,840.	1,840.
CAPITAL ONE FINANCIAL CORP	678.	678.
CATERPILLAR FINL SE 2.05% 08/01/2016 DTD	2,255.	2,255.
CENTURYTEL INC COM	4,309.	4,309.
CHEVRONTXACO CORP	1,265.	1,265.
CISCO SYSTEMS INC 4.950% DUE 02/15/19	3,218.	3,218.
CITIGROUP INC.	76.	76.
COCA COLA CO 1.500% 11/15/2015 DTD 11/15	2,025.	2,025.
COLGATE PALMOLIVE CO	1,362.	1,362.
COMCAST CORP SPECIAL CL A	1,047.	1,047.

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STATEMENT 1

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COMCAST CORP 2.85% 01/15/2023 DTD 01/14/	1,853.	1,853.
CONOCOPHILLIPS COM	1,287.	1,287.
DANAHER CORP	549.	549.
DEVON ENERGY CORPORATIOIN NE COM	1,055.	1,055.
E I DUPONT DE NEMOURS INC	1,918.	1,918.
ECOLAB INC COM	223.	223.
EMERSON ELECTRIC CO	546.	546.
EXXON MOBIL CORP COM	3,388.	3,388.
FED HOME LN MTG 4.75% 11/17/2015 DTD 10/	6,413.	6,413.
FED NATL MTG ASSN .375% 03/16/2015 DTD 0	1,115.	1,115.
F.H.L.M.C. NOTES 3.75% 03/27/2019 DTD 0	4,597.	4,597.
FHLMC 2.375% 1/13/2022 DTD 1/13/2012	3,206.	3,206.
FNMA 5.375% 06/12/2017 DTD 06/08/07	13,706.	13,706.
FIDELITY SPARTAN HIGH INCOME	12,469.	12,469.
FIDELITY NATL INFORMATION SV	1,772.	1,772.
GEN ELEC CAP CORP 5.625% 09/15/2017 DTD	7,594.	7,594.
GEN ELEC CAP CORP 1.625% 07/02/2015 DTD	650.	650.
GENERAL MTRS CO COM	414.	414.
GENUINE PARTS CO	1,548.	1,548.
HARBOR INTERNATIONAL FUND	17,039.	17,039.
HARTFORD MUT FDS INC MIDCAP FD CL Y FD#	2,301.	2,301.
HOME DEPOT INC	498.	498.
INTEL CORP COM	1,069.	1,069.
INTL GAME TECHNOLOGY	1,283.	1,283.
INTERNATIONAL PAPER CO	1,922.	1,922.
JPMORGAN CHASE & CO 6% 01/15/2018 DTD 12	8,100.	8,100.
PERKINS MID CAP VALUE FUND INSTITUTIONAL	7,716.	7,716.
JOHNSON & JOHNSON CO	927.	927.
KOHL'S CORP	2,493.	2,493.
MARSH & MCLENNAN CORP	2,345.	2,345.
MCDONALDS CORP	3,110.	3,110.
METLIFE INC	546.	546.
MICROSOFT CORPORATION	5,116.	5,116.

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360888010

STATEMENT 2

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MORGAN STANLEY GROUP INC. DEAN	762.	762.
NATIONAL-OILWELL INC	2,105.	2,105.
NORTHEAST UTILITIES CORP	2,740.	2,740.
NORTHERN TRUST CORP	1,271.	1,271.
OCCIDENTAL PETROLEUM CO	2,877.	2,877.
ONTARIO PROVINCE 2.950% 02/05/2015 DTD 0	4,126.	4,126.
ONTARIO PROVINCE OF 1.65% 09/27/2019 DTD	2,475.	2,475.
ORACLE CORPORATION	1,714.	1,714.
PEPSICO INCORPORATED	2,674.	2,674.
PFIZER INC NOTES 5.35% 3/15/2015 DTD 03/	4,047.	4,047.
PRAXAIR INCORPORATED COMMON	2,286.	2,286.
PROVINCE OF QUEBEC 2.750% 08/25/2021 DTD	2,168.	2,168.
ROCKWELL COLLINS INC COM	774.	774.
ROYCE SPECIAL EQUITY FD #327	2,727.	2,727.
SBC COMMUNICATIONS 5.10% 09/15/2014 DTD	3,315.	3,315.
SIGMA-ALDRICH CORP COMMON	220.	220.
SMUCKER J M CO NEW	918.	918.
SOUTHERN CO	870.	870.
STAPLES INC	937.	937.
TDAM 5 TO 10 YEAR CORP BD PORTFOLIO	621.	621.
TDAM 1 TO 5 CORP BD PORTFOLIO	259.	259.
TD ASSET MGMT US GOVT PORT INSTL #2	36.	36.
TJX COMPANIES INC.	911.	911.
TEXAS INSTRUMENTS	3,188.	3,188.
THERMO ELECTRON CORPORATION	147.	147.
3M CO	762.	762.
TIME WARNER INC	1,695.	1,695.
TOYOTA MOTOR CREDIT 2.00% 09/15/2016 DTD	1,300.	1,300.
UNITED PARCEL SERVICE	552.	552.
US BANCORP 1.95% 11/15/2018 DTD 11/07/	1,064.	1,064.
U S TREAS. BONDS 4.25% 11/15/2014 DTD 11	7,188.	7,188.
U S TREASURY NOTE 4.875% 08/15/2016 DTD	24,609.	24,609.
U S TREASURY NOTE 3.125% 05/15/2019 DTD	12,656.	12,656.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
U S TREASURY BOND 2.625% 08/15/2020 DTD	8,531.	8,531.
U S TREASURY NOTE 1.875% 09/30/2017 DTD	4,298.	4,298.
U S TREAS. BONDS 1.75% 05/15/2022 DTD 05	3,432.	3,432.
US TREASURY BOND 2.5% 08/15/2023 DTD 08/	2,241.	2,241.
US TREASURT BOND 2.5% 05/15/2024 DTD 05	315.	315.
UNITED TECHNOLOGIES	1,947.	1,947.
UNITEDHEALTH GROUP INC COM	1,933.	1,933.
VANGUARD INFLTN PRTCTD SEC FD #5119	6,743.	6,743.
VANGUARD SHORT-TERM FED-ADM #549	889.	889.
VISA INC. - CL A	636.	636.
WACHOVIA CORP 5.750% 02/01/2018 DTD 01/3	7,763.	7,763.
WAL-MART STORES INC 1.50% 10/25/2015 DTD	1,650.	1,650.
WELLS FARGO & CO NEW	1,116.	1,116.
WISCONSIN ENERGY CORP	2,363.	2,363.
DELPHI AUTOMOTIVE PLC	683.	683.
INGERSOLL-RAND PLC SHS	1,013.	1,013.
SEAGATE TECHNOLOGY PLC SHS	2,745.	2,745.
TRANSOCEAN LTD ZUG NAMEN AKT	510.	510.
	-----	-----
TOTAL	338,936.	338,936.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	575.	575.		
TOTALS	575.	575.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	752.	752.
FEDERAL TAX PAYMENT - PRIOR YE	20,823.	
FEDERAL ESTIMATES - INCOME	6,058.	
FEDERAL ESTIMATES - PRINCIPAL	6,058.	
FOREIGN TAXES ON QUALIFIED FOR	1,260.	1,260.
FOREIGN TAXES ON NONQUALIFIED	882.	882.
	-----	-----
TOTALS	35,833.	2,894.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
STATE/PROBATE FEES	3,702.	3,702.
OTHER NON-ALLOCABLE EXPENSE -	3,702.	3,702.
TOTALS	----- 7,404. =====	----- 7,404. =====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
135000 FED HOME LN MTG 4.75%	149,803.	140,801.
230000 FHLMC NOTES 3.75%	254,478.	251,627.
135000 FHLMC 2.375%	140,122.	136,952.
255000 FNMA 5.375%	299,204.	284,399.
620000 U S TREASURY NOTE 4.887	708,463.	667,325.
405000 U S TREASURY NOTE 3.125	418,623.	435,185.
325000 U S TREASURY BOND 2.625	331,501.	341,328.
255000 U S TREASURY NOTE 1.875	262,775.	262,232.
200000 U S TREAS BOND 1.75%	197,726.	197,032.
135000 US TREASURY BOND 2.5%	133,748.	139,398.
80000 US TREASURY BOND 2.5%	79,509.	82,262.
	-----	-----
TOTALS	2,975,952.	2,938,541.
	=====	=====

ADELE GIFFORD RESIDUARY TRUST 360888010

02-6046966

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
1020 COMCAST CORP SPECIAL CL A	49,383.	57,946.
670 GENUINE PARTS CO	55,755.	68,863.
1060 HOME DEPOT INC	84,758.	105,364.
1610 KOHLS CORP	89,672.	95,988.
460 LAS VEGAS SANDS CORP COM	28,404.	29,297.
990 MCDONALDS CORP	44,244.	95,842.
1840 TJX COMPANIES INC	116,432.	121,734.
1500 TIME WARNER INC	95,355.	127,680.
1640 CVS HEALTH CORPORATION	110,337.	149,830.
940 COLGATE PALMOLIVE CO	28,663.	65,415.
1075 PEPSICO INCORPORATED	64,789.	107,608.
510 SMUCKER J M CO NEW	53,562.	52,311.
1100 CAMERON INTERNATIONAL COR	61,402.	56,408.
1140 DEVON ENERGY CORPORATION	69,864.	67,226.
980 EXXON MOBIL CORP	77,636.	88,729.
1140 NATIONAL-OILWELL INC	106,106.	96,538.
1180 OCCIDENTAL PETROLEUM CO	113,976.	94,129.
950 AMERICAN EXPRESS CO	34,087.	87,799.
2120 AMERICAN INTL GROUP INC	107,071.	116,176.
770 AMERIPRISE FINANCIAL INC	83,756.	101,463.
500 BLACKROCK INC CL A	152,500.	179,540.
2290 CIT GROUP INC	113,514.	111,752.
1600 CME GROUP INC	125,893.	135,424.
2120 CITIGROUP INC	112,650.	114,416.
1850 FIDELITY NATL INFORMATION	93,869.	113,202.
2170 MARSH & MCLENNAN CORP	103,336.	122,800.
1560 METLIFE INC	82,539.	86,752.
2540 MORGAN STANLEY	79,807.	89,357.
1350 NORTHERN TRUST CORP	82,657.	91,436.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
530 VISA INC - CL A	108,296.	136,841.
2370 ABBOTT LABS CO	61,587.	105,489.
1740 ABBVIE INC	85,004.	120,408.
2170 AGILENT TECHNOLOGIES INC	84,376.	92,746.
840 AMERISOURCEBERGEN CORP	57,668.	76,482.
1450 UNITEDHEALTH GROUP INC	32,955.	143,014.
1350 INGERSOLL-RAND PLC	76,858.	85,131.
1320 BOEING CO	178,237.	177,355.
1680 DANAHER CORP SHS BEN INT	126,157.	140,381.
1210 ROCKWELL COLLINS INC	91,345.	103,491.
790 UNITED TECHNOLOGIES	56,719.	86,963.
1500 SEAGATE TECHNOLOGY PLC	74,121.	99,165.
1240 CHECK POINT SOFTWARE TECH	79,768.	95,864.
2330 APPLE COMPUTER INC	138,869.	277,107.
4570 APPLIED MATERIALS	79,520.	109,909.
1380 CITRIX SYS INC	79,866.	91,508.
4715 MICROSOFT CORPORATION	128,039.	225,424.
3500 ORACLE CORPORATION	120,716.	148,435.
2520 TEXAS INSTRUMENTS	108,424.	137,138.
1400 E I DUPONT DE NEMOURS INC	86,473.	99,960.
200 ECOLAB INC	21,478.	21,790.
1830 INTERNATIONAL PAPER CO	84,797.	98,491.
880 PRAXAIR INCORPORATED COMMO	111,757.	112,974.
2660 CENTURYLINK INC COM	82,289.	108,448.
1740 NORTHEAST UTILITIES CORP	71,794.	88,114.
2020 WISCONSIN ENERGY CORP	84,590.	99,788.
21645.257 INVESCO INTERNATIONAL	579,876.	766,242.
6832.987 BUFFALO SMALL CAP FD	180,528.	235,875.
10409.086 HARBOR INTERNATIONAL	599,667.	722,391.

ADELE GIFFORD RESIDUARY TRUST 360888010

02-6046966

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
8670.692 HARTFORD MUT FDS INC	201,190.	273,127.
10836.455 PERKINS MID CAP VALU	241,286.	275,029.
10374.843 ROYCE SPECIAL EQUITY	217,610.	260,201.
	-----	-----
TOTALS	6,753,877.	8,446,306.
	=====	=====

ADELE GIFFORD RESIDUARY TRUST 360888010

02-6046966

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
65000 AT&T INC 4.45%	66,421.	70,812.
110000 ANHEUSER-BUSCH 1.375%	110,896.	110,289.
95000 BK OF NOVA SCOTIA 1.1%	95,100.	95,404.
135000 BERKSHIRE HATHAWAY 5.40	149,527.	152,241.
110000 CATERPILLAR FINL SE 2.0	113,151.	112,406.
65000 CISCO SYSTEMS INC 4.95%	71,214.	72,821.
135000 COCA COLA CO 1.50%	130,732.	136,519.
65000 COMCAST CORP 2.85%	64,560.	64,795.
135000 GEN ELEC CAP CORP 5.625	147,543.	150,829.
40000 GEN ELEC CAP CORP 1.625%	40,683.	40,311.
135000 JPMORGAN CHASE & CO 6%	147,293.	152,407.
150000 ONTARIO PROVINCE OF 1.6	148,728.	148,866.
110000 PROVINCE OF QUEBEC 2.75	111,271.	112,745.
65000 TOYOTA MOTOR CREDIT 2.00	67,445.	66,438.
55000 US BANCORP 1.95%	55,080.	55,468.
135000 WACHOVIA CORP 5.750%	153,819.	152,460.
110000 WAL-MART STORES INC 1.5	113,246.	111,205.
22231.668 FIDELITY HIGH INCOME	206,977.	204,309.
15503.636 TDAM 5 TO 10 YEAR CO	161,639.	162,478.
9194.233 TDAM 1 TO 5 CORP BD	93,099.	93,046.
9690.226 VANGUARD INFLTN PRCT	254,441.	256,500.
20888.367 VANGUARD SHORT-TERM	224,606.	225,385.
	-----	-----
TOTALS	2,727,471.	2,747,734.
	=====	=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

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MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	13,707,653.	41,149.	
FEBRUARY	13,677,633.	410,602.	
MARCH	13,750,856.	294,754.	
APRIL	13,708,304.	276,962.	
MAY	13,936,196.	234,871.	
JUNE	13,880,248.	410,485.	
JULY	13,647,964.	427,859.	
AUGUST	13,895,757.	465,525.	
SEPTEMBER	13,624,483.	468,393.	
OCTOBER	13,782,347.	479,962.	
NOVEMBER	14,132,576.	333,259.	
DECEMBER	14,008,219.	147,643.	
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TOTAL	165,752,236.	3,991,464.	
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AVERAGE FMV	13,812,686.	332,622.	
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