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

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014**Open to Public Inspection**

For calendar year 2014 or tax year beginning

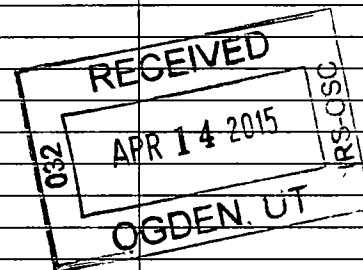
, 2014, and ending

, 20

Name of foundation HERBERT HARRIS TR B/O RIDGE CH		A Employer identification number 01-6080166						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 888-866-3275						
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 446,168.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method ☒ Cash ☐ Accrual ☐ 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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	10,472.	10,445.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,505.			
b Gross sales price for all assets on line 6a	33,541.			
7 Capital gain net income (from Part IV, line 2)		14,505.		
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	24,977.	24,950.		
13 Compensation of officers, directors, trustees, etc.	6,119.	3,671.		2,448.
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. 2	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 3	1,445.	203.		
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. 4	4.	4.		
24 Total operating and administrative expenses. Add lines 13 through 23	8,818.	3,878.	NONE	3,698.
25 Contributions, gifts, grants paid	16,114.			16,114.
26 Total expenses and disbursements. Add lines 24 and 25	24,932.	3,878.	NONE	19,812.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	45.			
b Net investment income (if negative, enter -0-)		21,072.		
c Adjusted net income (if negative, enter -0-)				



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	16,646.	18,486.	18,486.
	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			
	10a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) STMT 5	389,433.	387,960.	427,682.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	406,079.	406,446.	446,168.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	406,079.	406,446.	
	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)	406,079.	406,446.		
31	Total liabilities and net assets/fund balances (see instructions)	406,079.	406,446.		

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	406,079.
2	Enter amount from Part I, line 27a	2	45.
3	Other increases not included in line 2 (itemize) ▶ TYE SALES ADJ	3	410.
4	Add lines 1, 2, and 3	4	406,534.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	88.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	406,446.

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 33,541.		19,036.	14,505.			
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			14,505.			
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	14,505.	
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.

(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))
2013	18,556.	435,751.	0.042584
2012	32,819.	420,947.	0.077965
2011	19,358.	433,505.	0.044655
2010	26,197.	405,720.	0.064569
2009	20,815.	362,175.	0.057472
2 Total of line 1, column (d)			2 0.287245
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 0.057449
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 452,198.
5 Multiply line 4 by line 3			5 25,978.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 211.
7 Add lines 5 and 6			7 26,189.
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 19,812.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	421.
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	421.
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	421.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	800.
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	800.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	379.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 379. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) ▶ ME		
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 2014 or the taxable year beginning in 2014 (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

Form 990-PF (2014)

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? Website address ► | 13 | X | |
| <p style="text-align: center;">N/A</p> | | | | |
| 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>02901-1802</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year | 15 | | |
| 16 | At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

- | | | | |
|---|--|-----------|----------|
| <p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No</p> | | | |
| <p>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)? ☐ Yes ☒ No</p> <p>Organizations relying on a current notice regarding disaster assistance check here ☐</p> | | 1b | X |
| <p>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 2014? ☐ Yes ☒ No</p> | | 1c | X |
| <p>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))</p> | | | |
| <p>a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No</p> <p>If "Yes," list the years <input type="text"/></p> | | | |
| <p>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) ☐ Yes ☒ No</p> | | 2b | |
| <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/></p> | | | |
| <p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No</p> | | | |
| <p>b If "Yes," did it have excess business holdings in 2014 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 2014.) ☐ Yes ☒ No</p> | | 3b | |
| <p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p> | | 4a | X |
| <p>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 2014?</p> | | 4b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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 4945(d)(4)(A)? (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? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		6,119.		

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**

Form 990-PF (2014)

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	

Form **990-PF** (2014)

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	447,081.
b	Average of monthly cash balances	1b	12,003.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	459,084.
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	459,084.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,886.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	452,198.
6	Minimum investment return. Enter 5% of line 5	6	22,610.

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	22,610.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	421.
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	421.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	22,189.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	22,189.
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	22,189.

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	19,812.
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	19,812.
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	19,812.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				22,189.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	2,908.			
b From 2010	6,326.			
c From 2011	NONE			
d From 2012	12,224.			
e From 2013	NONE			
f Total of lines 3a through e	21,458.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 19,812.				
a Applied to 2013, 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 2014 distributable amount				19,812.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))	2,377.			2,377.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	19,081.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	531.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	18,550.			
10 Analysis of line 9				
a Excess from 2010	6,326.			
b Excess from 2011	NONE			
c Excess from 2012	12,224.			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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				
SECOND BAPTIST CH OF ST GEORGE 7 CHURCH STREET ME 04860-5827	N/A	PC	UNRESTRICTED GENERAL SUPPORT	16,114.
Total			3a	16,114.
b Approved for future payment				
Total			3b	

(e)
Related or exempt
function income
(See instructions)

[illegible]

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	238.	238.
FOREIGN DIVIDENDS	1,744.	1,744.
NONDIVIDEND DISTRIBUTIONS	27.	
DOMESTIC DIVIDENDS	2,812.	2,812.
NONQUALIFIED FOREIGN DIVIDENDS	744.	744.
NONQUALIFIED DOMESTIC DIVIDENDS	4,907.	4,907.
	-----	-----
TOTAL	10,472.	10,445.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

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

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	42.	42.
EXCISE TAX - PRIOR YEAR	442.	
EXCISE TAX ESTIMATES	800.	
FOREIGN TAXES ON QUALIFIED FOR	66.	66.
FOREIGN TAXES ON NONQUALIFIED	95.	95.
	-----	-----
TOTALS	1,445.	203.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INVESTMENT FEE	4.	4.
TOTALS	----- 4. =====	----- 4. =====

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
78462F103 SPDR S&P 500 ETF TR	8,510.	8,510.	12,332.
922042858 VANGUARD FTSE EMERGI	24,256.	24,256.	26,733.
78464A755 SPDR METALS & MNG ET	7,641.	7,641.	5,555.
G3157S106 ENSCO PLC CL A COM			
032511107 ANADARKO PETE CORP C	1,022.	1,022.	1,683.
166764100 CHEVRON CORP COM			
26875P101 EOG RES INC COM			
436106108 HOLLYFRONTIER CORP C			
637071101 NATIONAL OILWELL VAR			
674599105 OCCIDENTAL PETE CORP	2,691.	2,598.	2,418.
780259206 ROYAL DUTCH SHELL PL			
806857108 SCHLUMBERGER LTD COM	2,680.	2,680.	2,989.
969457100 WILLIAMS COS INC DEL			
009363102 AIRGAS INC COM			
232820100 CYTEC INDS INC COM			
260543103 DOW CHEM CO COM			
767204100 RIO TINTO PLC SPONSO			
G29183103 EATON CORP PLC COM			
097023105 BOEING CO COM			
369604103 GENERAL ELEC CO COM			
42805T105 HERTZ GLOBAL HLDGS I			
428291108 HEXCEL CORP NEW COM			
438516106 HONEYWELL INTL INC C	1,923.	1,923.	2,998.
445658107 HUNT J B TRANS SVCS			
696429307 PALL CORP COM			
773903109 ROCKWELL AUTOMATION			
023135106 AMAZON COM INC COM			
20030N101 COMCAST CORP NEW CL		2,439.	2,610.
25470M109 DISH NETWORK CORP CO			

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01-6080166

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
345370860 FORD MTR CO DEL COM			
364760108 GAP INC DEL COM			
460690100 INTERPUBLIC GROUP CO			
53071M104 LIBERTY INTERACTIVE			
548661107 LOWES COS INC COM			
887317303 TIME WARNER INC NEW			
918204108 V F CORP COM			
92553P201 VIACOM INC CL B COM			
126650100 CVS HEALTH CORP COM		2,664.	3,371.
50076Q106 KRAFT FOODS GROUP IN	1,786.	1,786.	2,193.
713448108 PEPSICO INC COM			
742718109 PROCTER & GAMBLE CO			
931142103 WAL-MART STORES INC			
00817Y108 AETNA INC NEW COM	1,786.		
018490102 ALLERGAN INC COM	1,881.		
125509109 CIGNA CORP COM	2,402.		
14149Y108 CARDINAL HEALTH INC			
30219G108 EXPRESS SCRIPTS HLDG			
375558103 GILEAD SCIENCES INC			
436440101 HOLOGIC INC COM			
478160104 JOHNSON & JOHNSON CO			
58933Y105 MERCK & CO INC NEW C			
683399109 ONYX PHARMACEUTICALS			
92532F100 VERTEX PHARMACEUTICA			
942683103 WATSON PHARMACEUTICA			
98956P102 ZIMMER HLDGS INC COM			
084670702 BERKSHIRE HATHAWAY I			
14040H105 CAPITAL ONE FINL COR			
172967424 CITIGROUP INC NEW CO	2,621.	2,621.	4,183.

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
354613101 FRANKLIN RES INC COM			
38141G104 GOLDMAN SACHS GROUP			
46625H100 J P MORGAN CHASE & C			
693475105 PNC FINL SVCS GROUP			
744320102 PRUDENTIAL FINL INC			
92826C839 VISA INC CL A COM	2,640.	2,640.	3,933.
949746101 WELLS FARGO & CO NEW	3,881.	3,881.	6,578.
G1151C101 ACCENTURE PLC CL A C	2,642.	2,642.	3,572.
Y0486S104 AVAGO TECHNOLOGIES L			
032654105 ANALOG DEVICES INC C	469.	469.	3,863.
037833100 APPLE INC COM			
17275R102 CISCO SYS INC COM			
177376100 CITRIX SYS INC COM			
192446102 COGNIZANT TECHNOLOGY	1,076.	1,076.	1,636.
268648102 EMC CORP COM			
278642103 EBAY INC COM			
38259P508 GOOGLE INC CL A COM			
594918104 MICROSOFT CORP COM			
62886E108 NCR CORP NEW COM	1,668.	1,668.	2,230.
747525103 QUALCOMM INC COM			
88076W103 TERADATA CORP DELAWA			
92343V104 VERIZON COMMUNICATIO			
92857W209 VODAFONE GROUP PLC S			
748356102 QUESTAR CORP COM			
816851109 SEMPRA ENERGY COM			
197199409 COLUMBIA ACORN FUND	13,792.	13,792.	22,173.
19765J764 COLUMBIA SMALL CAP V	12,477.	12,477.	17,855.
19765J830 COLUMBIA MID CAP VAL	19,601.	19,601.	25,237.
19765P596 COLUMBIA SMALL CAP G	13,649.	13,649.	13,007.

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01-6080166

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
722005667 PIMCO COMMODITY REAL	12,296.	12,296.	6,929.
19765H362 COLUMBIA SHORT TERM	4,401.	4,401.	4,401.
19765N518 COLUMBIA CORPORATE I	95,110.	95,110.	100,157.
72200Q182 PIMCO ALL ASSET ALL	29,279.	29,279.	23,408.
411511306 HARBOR INTERNATIONAL	34,729.	34,729.	37,520.
197199813 COLUMBIA ACORN INTER	14,732.	14,732.	15,847.
722005220 PIMCO FOREIGN BOND F	4,308.	4,308.	3,898.
464286822 ISHARES MSCI MEXICO	4,564.	4,564.	4,157.
037411105 APACHE CORP COM	2,158.	2,158.	1,567.
30231G102 EXXON MOBIL CORP COM	2,795.	2,795.	2,774.
61166W101 MONSANTO CO NEW COM	1,032.		
74005P104 PRAXAIR INC COM	3,047.	1,828.	1,943.
149123101 CATERPILLAR INC COM	2,899.	2,899.	3,204.
244199105 DEERE & CO COM	2,114.	2,114.	2,212.
291011104 EMERSON ELEC CO COM	3,050.	3,050.	3,087.
88579Y101 3M CO COM	2,267.	2,267.	3,286.
911312106 UNITED PARCEL SVC IN	2,160.	2,160.	2,779.
580135101 MCDONALDS CORP COM	3,147.		
872540109 TJX COS INC NEW COM	2,822.	2,822.	3,703.
609207105 MONDELEZ INTL INC CO	2,393.		
641069406 NESTLE S A SPONSORED	2,718.	2,718.	2,937.
832696405 SMUCKER J M CO NEW C	2,665.		
071813109 BAXTER INTL INC COM	2,917.	2,917.	2,932.
66987V109 NOVARTIS A G SPONSOR	2,211.	2,211.	2,780.
771195104 ROCHE HLDG LTD SPONS	2,860.	2,860.	3,056.
09247X101 BLACKROCK INC CL A	2,840.	2,840.	3,576.
171232101 CHUBB CORP COM	3,483.	3,483.	4,139.
229899109 CULLEN / FROST BANKE	2,154.	2,154.	2,119.
254709108 DISCOVER FINL SVCS C	1,802.	1,802.	2,292.

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
H84989104 TE CONNECTIVITY LTD	2,509.	2,509.	3,163.
053015103 AUTOMATIC DATA PROCE	2,526.	2,206.	2,918.
459200101 INTERNATIONAL BUSINE	2,137.	2,137.	1,604.
13057Q107 CALIFORNIA RESOURCES		94.	66.
088606108 BHP BILLITON LTD SPO		2,131.	1,420.
12508E101 CDK GLOBAL INC COM		301.	448.
90130A101 TWENTY-FIRST CENTY F		1,613.	1,920.
988498101 YUM BRANDS INC COM		2,281.	2,186.
	-----	-----	-----
TOTALS	389,433.	387,960.	427,682.
	=====	=====	=====

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

DESCRIPTION	AMOUNT
-----	-----
TYE INC ADJ	59.
ROUNDING	2.
SECURITIES ADJ	27.

TOTAL	88.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 WESTMINSTER ST

PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 6,119.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION:

6,119.

=====

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.