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 , and ending

Name of foundation: Elliott Badgley Foundation, Inc.

A Employer identification number: 04-3488447

Number and street (or P O box number if mail is not delivered to street address): 224 Adams Street | Room/suite:

B Telephone number: (617) 248-4760

City or town, state or province, country, and ZIP or foreign postal code: Milton, MA 02186

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] 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 ▶ [ ]

H Check type of organization: [X] 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) ▶$ 1,543,276.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6.	6.		Statement 1
	4 Dividends and interest from securities	73,963.	73,963.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	53,089.			
	b Gross sales price for all assets on line 6a 548,815.				
	7 Capital gain net income (from Part IV, line 2)		53,089.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	4,550.	4,550.		Statement 3
	12 **Total.** Add lines 1 through 11	131,608.	131,608.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 4	19,815.	19,266.		549.
	17 Interest				
	18 Taxes Stmt 5	<6,169.>	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	35.	0.		35.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,681.	19,266.		584.
	25 Contributions, gifts, grants paid	100,000.			100,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	113,681.	19,266.		100,584.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	17,927.			
	b **Net investment income** (if negative, enter -0-)		112,342.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

11300513 793251 14377-861 2014.03040 Elliott Badgley Foundation, 14377KS1

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	40,311.	58.	58.
	2 Savings and temporary cash investments		20,525.	20,525.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	899,015.	1,159,189.	1,159,189.
	c Investments - corporate bonds Stmt 9	108,496.	178,529.	178,529.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	247,579.	184,975.	184,975.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,295,401.	1,543,276.	1,543,276.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,292,373.	1,510,224.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,028.	33,052.	
	30 Total net assets or fund balances	1,295,401.	1,543,276.	
	31 Total liabilities and net assets/fund balances	1,295,401.	1,543,276.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,295,401.
2	Enter amount from Part I, line 27a	2	17,927.
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	229,948.
4	Add lines 1, 2, and 3	4	1,543,276.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,543,276.

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	548,815.		495,726.	53,089.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				53,089.
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	53,089.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	76,850.	1,548,790.	.049619
2012	43,404.	1,219,182.	.035601
2011	25,095.	983,300.	.025521
2010	41,498.	870,080.	.047694
2009	31,400.	657,707.	.047742

2 **Total** of line 1, column (d)	2	.206177
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	.041235
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,579,774.
5 Multiply line 4 by line 3	5	65,142.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,123.
7 Add lines 5 and 6	7	66,265.
8 Enter qualifying distributions from Part XII, line 4	8	100,584.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,123.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,123.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,123.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,300.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,300.
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	177.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		177. **Refunded** ▶	11	0.

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ Choate Hall & Stewart LLP Telephone no. ▶ (617) 248-4760

Located at ▶ Two International Place, Boston, MA ZIP+4 ▶ 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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.) N/A	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. ▶ ____, ____, ____, ____			
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			
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.)* N/A	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 2014?	4b		X

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

			Yes	No
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)?	N/A	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? N/A ☐ Yes ☐ No				
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
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?	N/A	7b		

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

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

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

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,520,435.
b	Average of monthly cash balances	1b	46,791.
c	Fair market value of all other assets	1c	36,605.
d	**Total** (add lines 1a, b, and c)	1d	1,603,831.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,603,831.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,057.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,579,774.
6	**Minimum investment return.** Enter 5% of line 5	6	78,989.

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	78,989.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1,123.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,123.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,866.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	77,866.
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	77,866.

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	100,584.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	100,584.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,123.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	99,461.

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					77,866.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	1,126.				
b From 2010	246.				
c From 2011					
d From 2012					
e From 2013	662.				
f **Total** of lines 3a through e		2,034.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 100,584.					
a Applied to 2013, 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 2014 distributable amount					77,866.
e Remaining amount distributed out of corpus		22,718.			
5 Excess distributions carryover applied to 2014 (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		24,752.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0.
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)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		1,126.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		23,626.			
10 Analysis of line 9:					
a Excess from 2010	246.				
b Excess from 2011					
c Excess from 2012					
d Excess from 2013	662.				
e Excess from 2014	22,718.				

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

1 a 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)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a 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).)

None

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.

None

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

Check here ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
826 National 44 Gough Street, Suite 206 San Francisco, CA 94103	none	PC	General Purpose	500.
American Red Cross 180 Rustcraft Road Dedham, MA 02026	none	PC	General Purpose	5,000.
Angell Animal Medical Center 350 South Huntington Avenue Boston, MA 02130	none	PC	General Purpose	500.
Aspergers Association of New England 51 Water Street, Suite 206 Watertown, MA 02472	none	PC	General Purpose	4,000.
Boys to Men New England Mentoring 58 Stiles Street, Apt 1 Waterbury, CT 06706	none	PC	General Purpose	5,000.
Total See continuation sheet(s)			▶ 3a	100,000.
b Approved for future payment None				
Total			▶ 3b	0.

423611
11-24-14

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6.	
4 Dividends and interest from securities			14	73,963.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	4,550.	
8 Gain or (loss) from sales of assets other than inventory			18	53,089.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		131,608.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	131,608.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

423621
11-24-14

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Signature of officer or trustee: [signature] Date: 5/13/15 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Nicholas E. Porto	[signature]	05/12/15		P01310283

Firm's name ▶ BAKER NEWMAN & NOYES — Firm's EIN ▶ 01-0494526

Firm's address ▶ ONE FINANCIAL CENTER, 15TH FLR BOSTON, MA 02111 — Phone no. (857) 233-2320

Form **990-PF** (2014)

423622 11-24-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Charity Water 200 Varick Street, Suite 201 New York, NY 10014	none	PC	General Purpose	1,000.
Clean Water Fund 1444 Eye Street, NW Washington, DC 20005	none	PC	General Purpose	5,000.
Flutie Foundation P.O. Box 767 Framingham, MA 01701	none	PC	General Purpose	3,000.
Frank McCourt High School PTA 145 W 84th Street New York, NY 10024	none	PC	General Purpose	3,000.
Freelance Players Inc. 8 St. John Street Jamaica Plain, MA 02130	none	PC	General Purpose	500.
Goddard Riverside Community Center 593 Columbus Avenue New York, NY 10024	none	PC	General Purpose	3,000.
Greater Boston Food Bank 70 South Bay Avenue Boston, MA 02118	none	PC	General Purpose	500.
President and Fellows of Harvard Massachusetts Hall Cambridge, MA 02138	none	PC	General Purpose	500.
Health Horizons International 314 Main Street Oakville, CT 06779-1741	none	PC	General Purpose	500.
Health to Know 224 Adams Street Milton, MA 02186-4201	none	PC	General Purpose	19,500.
Total from continuation sheets				85,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Maine Coast Heritage Trust 1 Bowdoin Mill Island #201 Topsham, ME 04086	none	PC	General Purpose	1,000.
Mentoring Men to Lead 5059 Brookburn Drive San Diego, CA 92130	none	PC	General Purpose	5,000.
National Geographic Society 1145 17th Street NW Washington, DC 20090-8199	none	PC	General Purpose	500.
National Public Radio 1111 North Capitol Street, NE Washington, DC 20002	none	PC	General Purpose	500.
National Relief Charities 500 East Peyton Street Sherman, TX 75090	none	PC	General Purpose	3,000.
New York New Jersey Trail Conference 156 Ramapo Valley Road Mahwah, NJ 07430	none	PC	General Purpose	3,000.
Open Space Institute 1350 Broadway, Room 201 New York, NY 10018	none	PC	General Purpose	3,000.
Preble Street 18 Portland Street Portland, ME 04101	none	PC	General Purpose	2,500.
Project Bread 145 Borer Street East Boston, MA 02128-9927	none	PC	General Purpose	500.
Recesspreneurs, Inc. 231 Forest Street, CMB 1938 Babson Park, MA 02457-0000	none	PC	General Purpose	1,000.
Total from continuation sheets				

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Room to Read 465 California Street, Suite 1000 San Francisco, CA 94104	none	PC	General Purpose	500.
Safe Passage 81 Bridge Street, Suite 104 Yarmouth, ME 04096	none	PC	General Purpose	2,500.
Samaritans, Inc. 41 West Street, 4th Floor Boston, MA 02111	none	PC	General Purpose	3,000.
Save The Children 500 Kings Highway East, Suite 400 Fairfield, CT 06825	none	PC	General Purpose	500.
Somerville Homeless Coalition 1 Davis Square Somerville, MA 02144-2904	none	PC	General Purpose	500.
TED Talks 250 Hudson Street, Suite 1002 New York, NY 10013	none	PC	General Purpose	500.
Telluride Foundation P.O. Box 4222 Telluride, CO 81435-4222	none	PC	General Purpose	12,000.
The Pine Street Inn 444 Harrison Avenue Boston, MA 02118	none	PC	General Purpose	500.
The Posse Foundation 14 Wall Street, Suite 8A-60 New York, NY 10005	none	PC	General Purpose	500.
The Salzburg Global Seminar 1730 Pennsylvania Avenue, NW, Suite 250 Washington, DC 20006	none	PC	General Purpose	500.
Total from continuation sheets				

423631
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Tufts University 80 George Street Medford, MA 02155	none	PC	General Purpose	500.
VFP Golden Rule Project P.O. Box 87 Samoa, CA 95564	none	PC	General Purpose	1,000.
Vinfen 950 Cambridge Street Cambridge, MA 02141-1001	none	PC	General Purpose	4,000.
Voice Project, Inc. 151 1st Avenue 13 New York, NY 10003-2965	none	PC	General Purpose	500.
Water.Org 920 Main Street, Suite 1800 Kansas City, MO 64105	none	PC	General Purpose	500.
Wellness In The Schools, Inc. 466 W End Avenue New York, NY 10024-4943	none	PC	General Purpose	500.
Foundation Center 79 Fifth Avenue New York, NY 10003	none	PC	General Purpose	500.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
BlackRock Liquidity	6.	6.	
Total to Part I, line 3	6.	6.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Dividends & Interest	73,963.	0.	73,963.	73,963.	
To Part I, line 4	73,963.	0.	73,963.	73,963.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income	4,550.	4,550.	
Total to Form 990-PF, Part I, line 11	4,550.	4,550.	

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management & Bookkeeping	19,815.	19,266.		549.
To Form 990-PF, Pg 1, ln 16c	19,815.	19,266.		549.

Form 990-PF — Taxes — Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax (Refund)	<6,169.>	0.		0.
To Form 990-PF, Pg 1, ln 18	<6,169.>	0.		0.

Form 990-PF — Other Expenses — Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MA Form PC Filing Fee	35.	0.		35.
To Form 990-PF, Pg 1, ln 23	35.	0.		35.

Form 990-PF — Other Increases in Net Assets or Fund Balances — Statement 7

Description	Amount
Book Value Adjustment from Cost to FMV	229,948.
Total to Form 990-PF, Part III, line 3	229,948.

Form 990-PF — Corporate Stock — Statement 8

Description	Book Value	Fair Market Value
Corporate Stock - See Statement 12	1,159,189.	1,159,189.
Total to Form 990-PF, Part II, line 10b	1,159,189.	1,159,189.

Form 990-PF	Corporate Bonds	Statement 9

Description	Book Value	Fair Market Value
Corporate Bonds - See Statement 12	178,529.	178,529.
Total to Form 990-PF, Part II, line 10c	178,529.	178,529.

Form 990-PF	Other Investments	Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Other Alternative Investments - See Statement 12	FMV	148,370.	148,370.
Robinhood Cove Partners	FMV	36,605.	36,605.
Total to Form 990-PF, Part II, line 13		184,975.	184,975.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Susanna B. Place 224 Adams Street Milton, MA 02186	President/Trustee 1.00	0.	0.	0.
Penelope P. Place 224 Adams Street Milton, MA 02186	Trustee 1.00	0.	0.	0.
Alex Place 224 Adams Street Milton, MA 02186	Trustee 1.00	0.	0.	0.
D. Elliott Place, Jr. 224 Adams Street Milton, MA 02186	Trustee 1.00	0.	0.	0.
Josiah Place 224 Adams Street Milton, MA 02186	Trustee 1.00	0.	0.	0.
Richard Place 224 Adams Street Milton, MA 02186	Trustee 1.00	0.	0.	0.
Louise Place 224 Adams Street Milton, MA 02186	Trustee 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Asset Detail

Statement of Value and Activity

December 1, 2014 - December 31, 2014

Asset Detail

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Cash & Equivalents						
BlackRock Liquidity Funds Federal Trust Fund Portfolio TICKER· TFFXX	20,525.49	$20,525.49	$0.00	$0 94	$20,525 49	1.34%
Cash		$57.69				0.00%
Total Cash & Equivalents		$20,583.18	$0.00	$0.94	$20,525.49	1.34%
Fixed Income						
Other Taxable						
Federated Total Return Bond Fund TICKER. FTRBX	3,213.55	$35,477.60	-$224 95	$102 10	$35,702.55	2.31%
Metropolitan West Total Return Bond Fund TICKER: MWTIX	3,276.26	$35,711.26	$393 16	$40.25	$35,318 10	2 33%
Vanguard Total Bond Market Index Fund TICKER VBTLX	6,940 76	$75,446 01	$826 83	$159 24	$74,619 18	4 92%
		$146,634.87	$995.04	$301.59	$145,639.83	9.56%
Unclassified						
Goldman Sachs Strategic Income Fund TICKER. GSZIX	1,537 21	$15,802.56	-$307 44	$29 25	$16,110 00	1.03%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2014 - December 31, 2014

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Guggenheim - Macro Opportunities Fund TICKER: GIOIX	599 11	$16,092 01	-$17 99	$22 12	$16,110 00	1.05%
		$31,894 57	-$325 43	$51 37	$32,220 00	2.08%
Total Fixed Income		$178,529.44	$669.61	$352.96	$177,859.83	11.64%
Equity						
U S Small Capitalization						
iShares Core S&P Small-Cap ETF TICKER: IJR	70 00	$7,984 20	$184 93	$0 00	$7,799 27	0 52%
		$7,984.20	$184 93	$0 00	$7,799 27	0 52%
U.S. Mid Capitalization						
Midcap SPDR Trust Series 1 TICKER: MDY	65 00	$17,158.05	$395 85	$69 82	$16,762.20	1 12%
		$17,158.05	$395.85	$69.82	$16,762 20	1.12%
U S. Large Capitalization						
Neuberger Berman Socially Responsive Fund TICKER: NBSRX	10,188.23	$352,207 21	$166,935 39	$223.72	$185,271 82	22 99%
Powershares Buyback Achievers Portfolio TICKER: PKW	975 00	$46,848 75	$18,370 63	$0.00	$28,478.12	3.06%
		$399,055 96	$185,306.02	$223 72	$213,749.94	26.05%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2014 - December 31, 2014

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Other Domestic Equity						
Powershares FTSE Rafi US 1000 Portfolio TICKER. PRF	355.00	$32,457 65	$633.71	$0.00	$31,823.94	2 12%
		$32,457 65	$633.71	$0.00	$31,823.94	2.12%
International Emerging						
Causeway Emerging Markets Fund TICKER. CEMIX	2,429 73	$28,184 89	-$1,725.11	$0.00	$29,910.00	1.84%
Lazard Emerging Markets Equity Inst TICKER. LZEMX	1,509.45	$25,947.38	$2,445 75	$0 00	$23,501.63	1.69%
SPDR S&P Emerging Markets Small Cap TICKER. EWX	380.00	$16,849 20	-$1,214 94	$347.33	$18,064 14	1.10%
Vanguard FTSE Emerging Markets ETF TICKER: VWO	1,630 00	$65,232 60	$37.90	$0 00	$65,194 70	4 25%
		$136,214.07	-$456.40	$347 33	$136,670 47	8 88%
International Developed						
Artisan International Value Fund TICKER ARTKX	1,740.95	$59,557.87	-$3,432 13	$0.00	$62,990 00	3 88%
MFS International Value Fund TICKER MINIX	2,043 66	$70,587.91	$13,026 81	$135 33	$57,561 10	4.60%
Vanguard FTSE Developed Markets ETF TICKER. VEA	5,075 00	$192,241 00	$26,470.61	$0.00	$165,770 39	12 54%
		$322,386.78	$36,065 29	$135.33	$286,321 49	21 02%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2014 - December 31, 2014

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
International Small Cap						
Fidelity Advisor International Small Cap Opportunities Instit TICKER. FOPIX	1,889.94	$25,835 41	-$264.59	$0 00	$26,100.00	1.68%
Templeton Institutional Foreign Smaller Company Fund TICKER· TFSCX	1,215 44	$25,281.17	$376.77	$0.00	$24,904.40	1.65%
		$51,116.58	$112.18	$0 00	$51,004 40	3.33%
Unclassified						
iShares MSCI USA Min Vol ETF TICKER· USMV	2,370 00	$95,937 60	$6,866.94	$0.00	$89,070 66	6.26%
Powershares S&P Emerging Markets Low Volatility Portfolio TICKER. EELV	800.00	$20,456 00	-$3,487.92	$0.00	$23,943.92	1 33%
Powershares S&P International Developed Low Volatility Portfolio TICKER· IDLV	2,470 00	$76,421.80	-$1,278.51	$0.00	$77,700.31	4 98%
		$192,815 40	$2,100 51	$0 00	$190,714 89	12.57%
Total Equity		$1,159,188.69	$224,342.09	$776.20	$934,846.60	75.61%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2014 - December 31, 2014

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Alternative						
Commodities						
ALPS Corecommodity Management Completecommodities Strategy Fund TICKER: JCRIX	1,479 24	$12,381 24	-$3,254 33	$0 00	$15,635.57	0 81%
		$12,381 24	-$3,254 33	$0 00	$15,635 57	0 81%
International Bonds						
Vanguard Total International Bond ETF TICKER: BNDX	480 00	$25,492.80	$897.60	$0.00	$24,595.20	1.66%
		$25,492.80	$897 60	$0.00	$24,595 20	1.66%
Emerging Market Bonds						
Goldman Sachs Local Emerging Markets Debt Fund TICKER: GIMDX	2,650.55	$19,614 05	-$5,536 37	$34 54	$25,150.42	1 28%
MFS Emerging Markets Debt Fund TICKER. MEDIX	2,106.39	$30,563 69	$2,367.95	$118.18	$28,195.74	1.99%
		$50,177.74	-$3,168 42	$152.72	$53,346.16	3 27%
Frontier Markets						
Morgan Stanley Ins Fr Emg-I TICKER· MFMIX	1,819 17	$34,855.37	$4,020.37	$0.00	$30,835.00	2 27%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2014 - December 31, 2014

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Templeton Frontier Markets Fund TICKER: FFRZX	1,768.24	$25,462.66	$1,622 26	$0 00	$23,840 40	1.66%
		$60,318 03	$5,642 63	$0 00	$54,675 40	3 93%
Total Alternative		$148,369.81	$117.48	$152.72	$148,252.33	9.67%
Other						
Partnerships						
Robinhood Cove II Limited * Partnership TICKER: 999992C22	13.47	$36,605.00				1.74%
Total Other		$36,605.00				1.74%
Total All Assets		**$1,543,276.12**				**100.00%**

*Choate Hall & Stewart LLP has engaged SEI Private Trust Company to be its custodian in connection with certain assets in your account SEI Private Trust Company does not custody some or all of the units of any of the assets that are marked by an asterisk in this statement ("held away assets"). All information on this statement regarding held away assets was provided by your adviser. SEI Private Trust Company has not verified such information and has no obligation to do so You should raise any questions concerning information on this statement with your adviser.