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Form 990-PF

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/form990pfDepartment of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, 2014, and ending

20

ENVELOPE
POSTMARK DATE APR 29 2015

Name of foundation

JOHN W BOYNTON FUND

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

Room/suite

P O BOX 1802

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 ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at J Accounting method: Cash Accrual
 end of year (from Part II, col. (c), line 16) ► \$ 3,976,149. Other (specify)
 (Part I, column (d) must be on cash basis.)

| | | (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 ► <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 | 90,564 | 90,057 | | STMT 1 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 131,322 | | | |
| b | Gross sales price for all assets on line 6a | 567,722 | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 131,322 | | |
| 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 | 221,886 | 221,379 | | |
| 13 | Compensation of officers, directors, trustees, etc. | 32,822 | 19,693 | | 13,129 |
| 14 | Other employee salaries and wages | | NONE | NONE | |
| 15 | Pension plans, employee benefits | | NONE | NONE | |
| 16a | Legal fees (attach schedule) | STMT 2 | 4,222 | NONE | 4,222 |
| b | Accounting fees (attach schedule) | STMT 3 | 1,250 | NONE | 1,250 |
| c | Other professional fees (attach schedule) | STMT 4 | 10,059 | | 10,059 |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see instructions) | STMT 5 | 2,984 | 1,589 | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | NONE | NONE | |
| 21 | Travel, conferences, and meetings | | NONE | NONE | |
| 22 | Printing and publications | | NONE | NONE | |
| 23 | Other expenses (attach schedule) | STMT 6 | 816 | 31 | 785 |
| 24 | Total operating and administrative expenses | | | | |
| | Add lines 13 through 23 | 52,153 | 21,313 | NONE | 29,445 |
| 25 | Contributions, gifts, grants paid | 181,000 | | | 181,000 |
| 26 | Total expenses and disbursements Add lines 24 and 25 | 233,153 | 21,313 | NONE | 210,445 |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | -11,267 | | | |
| b | Net investment income (if negative, enter -0) | | 200,066 | | |
| c | Adjusted net income (if negative, enter -0) | | | | |

| Assets | 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 | |
| 1 | Cash - non-interest-bearing | | | |
| 2 | Savings and temporary cash investments | | 67,938. | 162,243. |
| 3 | Accounts receivable ► | | | 162,243. |
| | 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 ► | NONE | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10a | Investments - U.S. and state government obligations (attach schedule) ► | STMT 7 | 249,787. | 224,023. |
| b | Investments - corporate stock (attach schedule) ► | STMT 8 | 2,809,222. | 2,783,035. |
| c | Investments - corporate bonds (attach schedule) ► | STMT 12 | 243,491. | 188,527. |
| 11 | Investments - land, buildings, and equipment: basis ► | | | 195,710. |
| | Less: accumulated depreciation ► | | | |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments - other (attach schedule) | | | |
| 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) ► | | 3,370,438. | 3,357,828. |
| 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 |
| | Foundations that follow SFAS 117, check here ► | <input type="checkbox"/> | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► | <input checked="" type="checkbox"/> | | |
| 27 | Capital stock, trust principal, or current funds | | 3,370,438. | 3,357,828. |
| 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) ► | | 3,370,438. | 3,357,828. |
| 31 | Total liabilities and net assets/fund balances (see instructions) ► | | 3,370,438. | 3,357,828. |

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 | 3,370,438. |
| 2 | Enter amount from Part I, line 27a | 2 | -11,267. |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,359,171. |
| 5 | Decreases not included in line 2 (itemize) ►ADJUSTMENT | 5 | 1,343. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 3,357,828. |

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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 567,722. | | 436,400. | | 131,322. | |
| 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) 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 | | (I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| a | | | | 131,322. | |
| 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 | 131,322. | |
| 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)) |
|---|--|--|---|
| 2013 | 227,454. | 3,900,874. | 0.058308 |
| 2012 | 182,105. | 3,740,137. | 0.048689 |
| 2011 | 177,067. | 3,824,366. | 0.046300 |
| 2010 | 179,571. | 3,655,601. | 0.049122 |
| 2009 | 191,297. | 3,384,152. | 0.056527 |
| 2 Total of line 1, column (d) | | | 2 0.258946 |
| 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 0.051789 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | | | 4 3,963,484. |
| 5 Multiply line 4 by line 3 | | | 5 205,265. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 2,001. |
| 7 Add lines 5 and 6 | | | 7 207,266. |
| 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. | | | 8 210,445. |

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 | 2,001. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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 | 2,001. |
| 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 | 2,001. |
| 6 | Credits/Payments: | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 . . . | 6a | 1,532. |
| 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 | 1,532. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . ► 9 | 9 | 469. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ► 10 | 10 | |
| 11 | Enter the amount of line 10 to be: Credited to 2015 estimated tax ► NONE Refunded ► 11 | 11 | |

Part VII-A Statements Regarding Activities

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? . . .

1b 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.

1c Did the foundation file Form 1120-POL for this year? . . .

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.

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 . . .

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .

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.

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? . . .

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

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 . . .

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 . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .

| | | |
|----|-----|----|
| 1a | Yes | No |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

| | | |
|----|---|------------------------------|
| 11 | | |
| 12 | | X |
| 13 | X | |
| 14 | US TRUST FIDUCIARY TAX SERVICES | Telephone no. (888) 866-3275 |
| | Located at PO BOX 1802, PROVIDENCE, RI | ZIP+4 02901-1802 |
| 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 | Yes | No X |

Website address ► N/A

15

16

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

| | 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 |
| 1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | |
| Organizations relying on a current notice regarding disaster assistance check here ► | | |
| 1c 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? | | |
| 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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.) | | |
| 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 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.) | | |
| 3b | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| 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 | | |

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: | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/> | | | | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes | <input type="checkbox"/> 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | | 6b |
| If "Yes" to 6b, file Form 8870. | | | | | X |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| 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 13 | | 32,822. | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

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 |

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 |
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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

1NONE

2

All other program-related investments. See instructions.

3NONE

Total. Add lines 1 through 3 .


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

| | | |
|---|----|------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a Average monthly fair market value of securities | 1a | 3,897,221. |
| b Average of monthly cash balances | 1b | 126,621. |
| c Fair market value of all other assets (see instructions) | 1c | NONE |
| d Total (add lines 1a, b, and c) | 1d | 4,023,842. |
| 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 | 4,023,842. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 60,358. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,963,484. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 198,174. |

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 | 198,174. |
| 2a Tax on investment income for 2014 from Part VI, line 5 | 2a | 2,001. |
| b Income tax for 2014. (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 2,001. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 196,173. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 Add lines 3 and 4 | 5 | 196,173. |
| 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 | 196,173. |

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 | 210,445. |
| 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 | 210,445. |
| 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 | 2,001. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 208,444. |

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.

Form 990-PF (2014)

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 | | | | 196,173. |
| 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 | 17,349. | | | |
| b From 2010 | NONE | | | |
| c From 2011 | NONE | | | |
| d From 2012 | NONE | | | |
| e From 2013 | 35,472. | | | |
| f Total of lines 3a through e | 52,821. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 210,445. | | | | |
| 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 | | | | 196,173. |
| e Remaining amount distributed out of corpus | 14,272. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 67,093. | | | |
| 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) | 17,349. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 49,744. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | NONE | | | |
| b Excess from 2011 | NONE | | | |
| c Excess from 2012 | NONE | | | |
| d Excess from 2013 | 35,472. | | | |
| e Excess from 2014 | 14,272. | | | |

Form 990-PF (2014)

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

| | Tax year | Prior 3 years | | | (e) Total |
|----|--|---------------|----------|----------|-----------|
| | | (a) 2014 | (b) 2013 | (c) 2012 | |
| 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).)

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 ► 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:

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 | | | | |
| ATHOL AREA YMCA MA | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 30,000. |
| FRIENDS OF JEWISH COMM. HSG MA | NONE | PC | UNRESTRICTED GENERAL SUPPORT | 10,000. |
| HOMEOWNER OPTIONS FOR MA. ELDERS | N/A | PC | GRANT TO PREVENT ELDER HOMEOWNER DISPLACEMENT | 10,000. |
| MT. GRACE LAND CONSERVATION TRUST MA | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 25,000. |
| NORTH QUABBIN CITIZEN ADVOCACY MA | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 6,000. |
| FRIENDS OF ATHOL COUNCIL ON AGING | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 20,000. |
| INSTITUTE FOR COMMUNITY BUILDING | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 25,000. |
| UNITED SOUTH END SETTLEMENTS MA | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 10,000. |
| UNITED WAY OF NORTH CENTRAL MASS MA | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 20,000. |
| VALUING OUR CHILDREN MA | N/A | PC | UNRESTRICTED GENERAL SUPPORT | 25,000. |
| Total | | | ► 3a | 181,000. |
| b Approved for future payment | | | | |
| NONE | | | | |
| Total | | | ► 3b | |

Form 990-PF (2014)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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****4 Dividends and interest from securities****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****8 Gain or (loss) from sales of assets other than inventory****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)

14 90,564.

13 Total. Add line 12, columns (b), (d), and (e)

(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). (See instructions.)

▼

NOT APPLICABLE

Form 990-PF (2014)

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. | | |

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

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

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

**Sign
Here**

► *Lawyer*

04/01/2015

Date

SVP Tax

Title

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

| | | | | | |
|---------------------------------------|----------------------------|-----------------------|------|---|------|
| Signature of owner or trustee | | BANK OF AMERICA, N.A. | | | |
| 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 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|-----------------------------|
| USGI REPORTED AS NONQUALIFIED DIVIDENDS | 1,093. | 1,093. |
| FOREIGN DIVIDENDS | 13,270. | 13,270. |
| NONDIVIDEND DISTRIBUTIONS | 507. | |
| DOMESTIC DIVIDENDS | 33,927. | 33,927. |
| OTHER INTEREST | 11,159. | 11,159. |
| U. S. GOVERNMENT INTEREST (FEDERAL TAXABLE) | 8,412. | 8,412. |
| NONQUALIFIED FOREIGN DIVIDENDS | 3,091. | 3,091. |
| NONQUALIFIED DOMESTIC DIVIDENDS | 19,105. | 19,105. |
| TOTAL | 90,564. | 90,057. |

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|-------------------------|---|-----------------------------|---------------------------|------------------------|
| LEGAL FEES - CHARITABLE | 4,222. | | | 4,222. |
| TOTALS | 4,222. | NONE | NONE | 4,222. |

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. |

509244

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|------------------------|---|------------------------|
| GRANTMAKING FEES - BOA | 10,059. | 10,059. |
| TOTALS | 10,059. | 10,059. |



FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| FOREIGN TAXES | 404. | 404. |
| EXCISE TAX ESTIMATES | 1,395. | |
| FOREIGN TAXES ON QUALIFIED FOR | 853. | 853. |
| FOREIGN TAXES ON NONQUALIFIED | 332. | 332. |
| TOTALS | 2,984. | 1,589. |



FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---------------------------|---|-----------------------------|------------------------|
| OTHER CHARITABLE EXPENSES | 750. | 750. | |
| OTHER CHARITABLE EXPENSES | 35. | 35. | |
| OTHER INVESTMENT FEE | 31. | 31. | |
| TOTALS | ----- 816. | ----- 31. | 785. |



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

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| 912828CJ7 UNITED STATES TREAS | 25,583. | 50,341. | 50,281. |
| 3133XASA6 FEDERAL HOME LN BKS | 50,408. | | |
| 3133XSAE8 FEDERAL HOME LN BKS | | | |
| 31331XZB1 FEDERAL FARM CR BKS | 73,584. | 73,584. | 82,115. |
| 31331YPE4 FEDERAL FARM CR BKS | 50,797. | 50,683. | 50,107. |
| 31359MA45 FEDERAL NATL MTG ASS | 49,415. | 49,415. | 50,693. |
| TOTALS | 249,787. | 224,023. | 233,196. |



FORM 990PF, PART II - CORPORATE STOCK

04-6036706

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| 464287168 ISHARES SELECT DIVID | 111,942. | 111,942. | 158,800. |
| 464287234 ISHARES MSCI EMERGIN | 56,074. | 32,757. | 27,621. |
| 464287457 ISHARES 1-3 YEAR TRE | 83,707. | 83,707. | 84,450. |
| 464287465 ISHARES MSCI EAFE ET | 260,109. | 191,659. | 212,940. |
| 464287804 CEF ISHARES CORE S&P | 124,237. | 124,237. | 191,051. |
| 464288638 ISHARES INTERMEDIATE | 100,268. | 100,268. | 101,677. |
| 78463V107 SPDR GOLD TR GOLD SH | 60,120. | 60,120. | 56,790. |
| 78467Y107 SPDR S&P MIDCAP 400 | 198,676. | 153,275. | 263,970. |
| 922042858 VANGUARD FTSE EMERGI | 144,933. | 144,933. | 148,274. |
| 166764100 CHEVRON CORP COM | 23,369. | 23,369. | 22,436. |
| 25271C102 DIAMOND OFFSHORE DRI | 10,749. | 10,749. | |
| 30231G102 EXXON MOBIL CORP COM | 30,366. | 30,366. | 36,980. |
| 674599105 OCCIDENTAL PETE CORP | 24,233. | 23,389. | 24,183. |
| 806857108 SCHLUMBERGER LTD COM | 13,255. | 13,255. | 17,082. |
| 009158106 AIR PRODS & CHEMS IN | 16,584. | 16,584. | 28,846. |
| 35671D857 FREEPORT-MCMORAN INC | 6,648. | 6,648. | 4,672. |
| G47791101 INGERSOLL-RAND CO LT | 21,912. | 21,912. | 31,695. |
| 235851102 DANAHER CORP DEL COM | 21,599. | 21,599. | 25,713. |
| 291011104 EMERSON ELEC CO COM | 29,895. | 8,469. | 19,984. |
| 438516106 HONEYWELL INTL INC C | | | |
| 760759100 REPUBLIC SVCS INC CO | | | |
| 88579Y101 3M CO COM | 15,740. | 11,805. | 24,648. |
| 911312106 UNITED PARCEL SVC IN | | | |
| 437076102 HOME DEPOT INC COM | 13,420. | 7,026. | 31,491. |
| 872540109 TJX COS INC NEW COM | | | |
| 87612E106 TARGET CORP COM | | | |
| 988498101 YUM BRANDS INC COM | | | |
| 03524A108 ANHEUSER BUSCH INBEV | | | |
| 191216100 COCA COLA CO COM | 21,514. | 21,514. | 28,080. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---------------------------------|-------------------------|----------------------|---------------|
| 50076Q106 KRAFT FOODS GROUP INC | 28,077. | 28,077. | 40,379. |
| 609207105 MONDELEZ INTL INC CO | | | |
| 641069406 NESTLE S A SPONSORED | | | |
| 718172109 PHILIP MORRIS INTL I | 15,988. | 12,661. | 18,218. |
| 742718109 PROCTER & GAMBLE CO | 7,993. | 7,993. | 14,632. |
| 002824100 ABBOTT LABS COM | 7,234. | | |
| 071813109 BAXTER INTL INC COM | | | |
| 075887109 BECTON DICKINSON & C | | | |
| 478160104 JOHNSON & JOHNSON CO | 22,297. | 22,297. | 31,371. |
| 717081103 PFIZER INC COM | 33,269. | 33,269. | 46,725. |
| 09247X101 BLACKROCK INC CL A | 27,540. | 27,540. | 53,634. |
| 171232101 CHUBB CORP COM | 37,557. | 37,557. | 51,735. |
| 229899109 CULLEN / FROST BANK | 29,184. | | |
| 693475105 PNC FINL SVCS GROUP | | | |
| 949746101 WELLS FARGO & CO NEW | 12,787. | 12,787. | 27,410. |
| 962166104 WEYERHAEUSER CO COM | 11,554. | 11,554. | 25,123. |
| G1151C101 ACCENTURE PLC CL A C | 8,105. | 8,105. | 13,397. |
| H84989104 TE CONNECTIVITY LTD | | | |
| 037833100 APPLE INC COM | 26,611. | 23,063. | 50,223. |
| 053015103 AUTOMATIC DATA PROC | 15,973. | 13,954. | 25,845. |
| 117275R102 CISCO SYS INC COM | 17,870. | 17,870. | 27,815. |
| 458140100 INTEL CORP COM | 11,973. | 18,589. | 27,218. |
| 459200101 INTERNATIONAL BUSINE | 10,891. | | |
| 594918104 MICROSOFT CORP COM | 13,053. | 23,118. | 34,838. |
| 747525103 QUALCOMM INC COM | 17,210. | 17,210. | 22,299. |
| 882508104 TEXAS INSTRS INC COM | 13,107. | 13,107. | 26,733. |
| 92343V104 VERIZON COMMUNICATIO | 18,355. | 18,355. | 23,390. |
| 030420103 AMERICAN WTR WKS CO | 15,538. | | |
| 03875R205 ARBITRAGE FUND CL I | 50,000. | 50,000. | 50,038. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| 19765P166 COLUMBIA STRATEGIC I | 75,000. | 35,091. | 56,252. |
| 19765Y688 COLUMBIA SELECT LARG | 75,000. | 75,000. | 71,517. |
| 693390700 PIMCO TOTAL RETURN F | 35,000. | 35,000. | 36,960. |
| 19763T889 COLUMBIA INCOME OPP | 215,096. | 240,096. | 240,529. |
| 19765H362 COLUMBIA SHORT TERM | 81,640. | 81,640. | 81,729. |
| 19765N468 COLUMBIA INTERMEDIAT | 91,000. | 91,000. | 64,917. |
| 22544R305 CREDIT SUISSE COMMOD | 86,750. | 86,750. | 86,369. |
| 72201P100 PIMCO GLOBAL MULTI-A | | | |
| 77956H104 ROWE T PRICE INTL FD | | | |
| 78464A607 SFDR DJ WILSHIRE REI | 55,944. | 75,964. | 90,900. |
| G0176J109 ALLEGION PLC COM | 5,605. | | |
| 913017109 UNITED TECHNOLOGIES | 21,102. | 21,102. | 23,000. |
| 654106103 NIKE INC CL B | 38,516. | 38,516. | 48,075. |
| 918204108 V F CORP COM | 32,851. | 32,851. | 44,940. |
| 518439104 LAUDER ESTEE COS INC | 15,061. | 15,061. | 15,240. |
| 832696405 SMUCKER J M CO NEW C | 15,869. | 15,869. | 15,147. |
| 00287Y109 ABBVIE INC COM | 21,556. | | |
| 375558103 GILEAD SCIENCES INC | 20,994. | 20,994. | 28,278. |
| 00206R102 AT&T INC COM | 3,767. | 3,767. | |
| 19765P547 COLUMBIA REAL ESTATE | 50,000. | 50,000. | 57,071. |
| 13057Q107 CALIFORNIA RESOURCES | | 845. | 661. |
| 26875P101 EOG RES INC COM | | 10,481. | 9,207. |
| 12508E101 CDK GLOBAL INC COM | | 2,012. | 4,198. |
| 31428X106 FEDEX CORP COM | | 23,916. | 26,049. |
| 254687106 DISNEY WALT CO COM D | | 21,926. | 23,548. |
| G0083B108 ACTAVIS PLC COM | | 29,798. | 32,176. |
| 58933Y105 MERCK & CO INC NEW C | | 14,084. | 14,198. |
| 084670702 BERKSHIRE HATHAWAY I | | 37,704. | 41,291. |
| 315807552 FIDELITY ADVISOR FLO | | 125,000. | 120,342. |

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JOHN W BOYNTON FUND

FORM 990PF, PART II - CORPORATE STOCK

04-6036706

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|-------------|-------------------------|----------------------|---------------|
| TOTALS | 2,809,222. | 2,783,035. | 3,385,000. |



FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| 084664BD2 BERKSHIRE HATHAWAY F | 25,283. | 25,249. | 26,451. |
| 10138MAG0 BOTTLING GROUP LLC N | 53,051. | | |
| 17275RAG7 CISCO SYS INC SR NT | 54,512. | 53,939. | 55,663. |
| 478160AQ7 JOHNSON & JOHNSON NT | 51,005. | 50,907. | 55,794. |
| 857449AB8 ST STREET BK & TR DT | | | |
| 949746NY3 WELLS FARGO & CO NEW | | | |
| 38141EA66 GOLDMAN SACHS GROUP | | | |
| TOTALS | 243,491. | 188,527. | 195,710. |



JOHN W BOYNTON FUND

04-6036706

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

225 FRANKLIN STREET
BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 32,822.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 32,822.
=====

JOHN W BOYNTON FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6036706

RECIPIENT NAME:

MICHAEL INNOCENTI

ADDRESS:

BANK OF AMERICA NA, 225 FRANKLIN ST, 3RD FL
BOSTON, MA 02110

RECIPIENT'S PHONE NUMBER: 617-897-3160

FORM, INFORMATION AND MATERIALS:

ONCE MR INNOCENTI HAS BEEN CONTACTED AN
APPLICATION WILL BE MAILED OUT TO THE RECIPANT
SUBMISSION DEADLINES:

SEE ATTACHED

RESTRICTIONS OR LIMITATIONS ON AWARDS:

TO THE TOWN OF ATHOL AND CHILDREN, BUT NOT
LIMITED TO

SEE ATTACHED FOR ADDITIONAL INFORMATION

JOHN W BOYNTON FUND

04-6036706

FEDERAL FOOTNOTES

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.

| | Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|---|-------------|---------------|------------|-------------------|---------------------|----------------------|
| PUBLICLY TRADED SECURITIES | | | | | | |
| 100. AT&T INC | | 04/05/2013 | 01/22/2014 | 3,333.00 | 3,767.00 | -434.00 |
| 200. ABBVIE INC COM | | 11/26/2013 | 05/14/2014 | 10,587.00 | 9,788.00 | 799.00 |
| 150. AMERICAN WTR WKS CO INC NEW COM | | 04/05/2013 | 01/22/2014 | 6,305.00 | 6,172.00 | 133.00 |
| 100. CHICAGO BRDG & IRON CO N V N Y | | 05/14/2014 | 10/01/2014 | 5,665.00 | 8,038.00 | -2,373.00 |
| 100. CULLEN FROST BANKERS INC COM | | 11/26/2013 | 10/01/2014 | 7,634.00 | 7,193.00 | 441.00 |
| 200. HONEYWELL INTERNATIONAL INC | | 10/22/2013 | 05/14/2014 | 18,673.00 | 17,191.00 | 1,482.00 |
| 66. ALLEGION PLC COM | | 10/22/2013 | 10/01/2014 | 3,137.00 | 2,761.00 | 376.00 |
| TOTAL PUBLICLY TRADED SECURITIES | | | | | | |
| | | | | 55,334.00 | 54,910.00 | 424.00 |
| Totals | | | | | | |
| | | | | 55,334.00 | 54,910.00 | 424.00 |

JOHN W BOYNTON FUND
Schedule D Detail of Long-term Capital Gains and Losses

04-6036706

| Description | | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|--|------------|---------------|-----------|-------------------|---------------------|---------------------|
| PUBLICLY TRADED SECURITIES | | | | | | |
| 75. ABBVIE INC COM | 04/05/2013 | 05/14/2014 | 3,970.00 | 3,100.00 | 870.00 | |
| 25. ABBVIE INC COM | 12/21/2009 | 05/14/2014 | 1,323.00 | 698.00 | 625.00 | |
| 50. ABBVIE INC COM | 12/21/2009 | 10/01/2014 | 2,873.00 | 1,395.00 | 1,478.00 | |
| 250. ABBVIE INC COM | 09/08/2010 | 10/01/2014 | 14,367.00 | 6,575.00 | 7,792.00 | |
| 300. AMERICAN WTR WKS CO INC NEW COM | 12/19/2011 | 01/22/2014 | 12,611.00 | 9,367.00 | 3,244.00 | |
| 10. APPLE INC COM | 03/08/2011 | 05/14/2014 | 5,949.00 | 3,548.00 | 2,401.00 | |
| 150. BAXTER INTERNATIONAL INC | 12/19/2011 | 01/22/2014 | 10,471.00 | 7,234.00 | 3,237.00 | |
| 333. CDK GLOBAL INC COM | 12/19/2011 | 10/22/2014 | 9.00 | 7.00 | 2.00 | |
| 50000. CISCO SYS INC SR NT | 09/21/2010 | 11/17/2014 | 50,000.00 | 52,397.00 | -2,397.00 | |
| 1662.05 COLUMBIA SELECT LARGE CAP | | | | | | |
| GROWTH FUND CLASS Z SHARES | 02/25/2008 | 10/01/2014 | 30,000.00 | 19,147.00 | 10,853.00 | |
| 1802.266 COLUMBIA SELECT LARGE CAP | | | | | | |
| GROWTH FUND CLASS Z SHARES | 02/25/2008 | 11/10/2014 | 35,000.00 | 20,762.00 | 14,238.00 | |
| 100. CULLEN FROST BANKERS INC COM | 04/05/2013 | 10/01/2014 | 7,634.00 | 6,168.00 | 1,466.00 | |
| 100. CULLEN FROST BANKERS INC COM | 08/14/2012 | 10/01/2014 | 7,634.00 | 5,634.00 | 2,000.00 | |
| 200. CULLEN FROST BANKERS INC COM | 12/19/2011 | 10/01/2014 | 15,269.00 | 10,191.00 | 5,078.00 | |
| 50. DANAHER CORPORATION | 10/22/2013 | 11/10/2014 | 4,067.00 | 3,605.00 | 462.00 | |
| 200. DIAMOND OFFSHORE DRILLING INC COM | 12/19/2011 | 05/14/2014 | 10,228.00 | 10,117.00 | 111.00 | |
| 100. HOME DEPOT INC | 12/19/2011 | 05/14/2014 | 7,637.00 | 4,052.00 | 3,585.00 | |
| 100. HOME DEPOT INC | 12/30/2002 | 05/14/2014 | 7,637.00 | 2,342.00 | 5,295.00 | |
| 100. HONEYWELL INTERNATIONAL INC | 09/08/2010 | 11/10/2014 | 9,721.00 | 4,235.00 | 5,486.00 | |
| 55. INTERNATIONAL BUSINESS MACHS | 02/01/2008 | 01/22/2014 | 10,005.00 | 5,941.00 | 4,064.00 | |
| 50. INTERNATIONAL BUSINESS MACHS | 02/16/2007 | 01/22/2014 | 9,096.00 | 4,950.00 | 4,146.00 | |
| 108. ISHARES MSCI EMERGING MKTS INDEX FUND | 02/25/2008 | 01/22/2014 | 4,331.00 | 5,051.00 | -720.00 | |
| 392. ISHARES MSCI EMERGING MKTS INDEX FUND | 02/01/2008 | 01/22/2014 | 15,722.00 | 18,266.00 | -2,544.00 | |
| 750. ISHR MSCI EAFFE INDEX FUND | 03/23/2012 | 01/22/2014 | 50,281.00 | 41,070.00 | 9,211.00 | |
| 500. ISHR MSCI EAFFE INDEX FUND | 03/23/2012 | 11/10/2014 | 31,542.00 | 27,380.00 | 4,162.00 | |
| 50. PROCTER & GAMBLE CO COM | 02/01/2008 | 05/14/2014 | 4,063.00 | 3,327.00 | 736.00 | |
| 200. SPDR S&P MIDCAP 400 ETF TR UNIT | 05/13/2011 | 11/10/2014 | 52,146.00 | 36,503.00 | 15,643.00 | |
| Totals | | | | | | |

JOHN W BOYNTON FUND

04-6036706

FEDERAL CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

| | |
|---|-----------|
| LONG-TERM CAPITAL GAIN DIVIDENDS/DISTRIBUTION | 17,902.00 |
| ----- | |
| TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS | 17,902.00 |
| ----- | |
| TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS | 17,902.00 |
| ----- | |