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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

PAUL & EDITH BABSON FOUNDATION
C/O WILMINGTON TRUST 106846-000

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

1100 NORTH MARKET STREET DE3-070

City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19890-001

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 end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 13,091,448. (Part I, column (d) must be on cash basis.)

A Employer identification number

04-6037891

B Telephone number

(617) 457-2050

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 ☐

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		331,865.	331,865.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,836,394.			
b Gross sales price for all assets on line 6a		3,765,407.			
7 Capital gain net income (from Part IV, line 2)			1,836,394.		
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					
12 Total. Add lines 1 through 11		2,168,259.	2,168,259.		
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 STMT 2		1,000.	1,000.		0.
c Other professional fees STMT 3		99,006.	65,673.		33,333.
17 Interest					
18 Taxes STMT 4		39,788.	2,678.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		2,095.	30.		2,065.
24 Total operating and administrative expenses. Add lines 13 through 23		141,889.	69,381.		35,398.
25 Contributions, gifts, grants paid		584,995.			584,995.
26 Total expenses and disbursements. Add lines 24 and 25		726,884.	69,381.		620,393.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,441,375.			
b Net investment income (if negative, enter -0-)			2,098,878.		
c Adjusted net income (if negative, enter -0-)				N/A	

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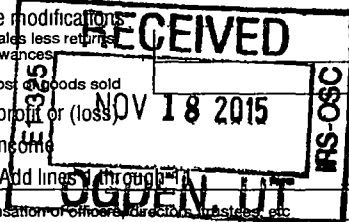
LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED NOV 23 2015

Revenue

Operating and Administrative Expenses



16

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				
	2 Savings and temporary cash investments	152,656.	81,056.	81,056.	
	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 7	2,863,376.	5,055,563.	10,802,320.	
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 8		2,481,215.	2,064,798.	2,208,072.	
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 1)		5,497,247.	7,201,417.	13,091,448.	
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 and complete lines 27 through 31. ▶ ☒				
	27 Capital stock, trust principal, or current funds	5,497,247.	7,201,417.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
	30 Total net assets or fund balances	5,497,247.	7,201,417.		
31 Total liabilities and net assets/fund balances	5,497,247.	7,201,417.			

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	5,497,247.
2 Enter amount from Part I, line 27a	2	1,441,375.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	262,795.
4 Add lines 1, 2, and 3	4	7,201,417.
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	7,201,417.

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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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 3,765,407.		1,929,013.	1,836,394.

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			
b			
c			
d			
e			1,836,394.

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	1,836,394.
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	590,760.	11,991,968.	.049263
2012	599,149.	11,021,938.	.054360
2011	516,053.	10,900,793.	.047341
2010	453,811.	10,328,286.	.043939
2009	506,554.	9,491,047.	.053372

2 Total of line 1, column (d)	2	.248275
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	.049655
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,878,899.
5 Multiply line 4 by line 3	5	639,502.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,989.
7 Add lines 5 and 6	7	660,491.
8 Enter qualifying distributions from Part XII, line 4	8	620,393.

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.

PAUL & EDITH BABSON FOUNDATION

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C/O WILMINGTON TRUST 106846-000

04-6037891

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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	41,978.
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	41,978.
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	41,978.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	20,000.	
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	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	145.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	22,123.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WILMINGTON TRUST</u> Telephone no. ► <u>617 457 2050</u> Located at ► <u>ROBERT RUDNICK, WILMINGTON, DE</u> ZIP+4 ► <u>19890-0001</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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.) <u>N/A</u>	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.) <u>N/A</u>	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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

N/A

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
JAMES BABSON	TRUSTEE			
C/O 1100 NORTH MARKET STREET DE3-070				
WILMINGTON, DE 19890-0900	1.00	0.	0.	0.
SENANI BABSON	TRUSTEE			
C/O 1100 NORTH MARKET STREET DE3-070				
WILMINGTON, DE 19890-0900	1.00	0.	0.	0.
NEWELL FLATHER C/O GMA FOUNDATION	TRUSTEE			
77 SUMMER STREET, 8TH FLOOR				
BOSTON, MA 02110-1006	1.00	0.	0.	0.
		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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,705,803.
b	Average of monthly cash balances	1b	369,221.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,075,024.
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	13,075,024.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	196,125.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,878,899.
6	Minimum investment return. Enter 5% of line 5	6	643,945.

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	643,945.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	41,978.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	41,978.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	601,967.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	601,967.
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	601,967.

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	620,393.
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	620,393.
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	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	620,393.

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.

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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				601,967.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			11,110.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 620,393.				
a Applied to 2013, but not more than line 2a			11,110.	
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				601,967.
e Remaining amount distributed out of corpus	7,316.			
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	7,316.			
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	7,316.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	7,316.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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:

GMA FOUNDATIONS ATTN: HANNAH BLAISDELL, 617-426-7075
77 SUMMER STREET, 8TH FLOOR, BOSTON, MA 02110

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

TWO COPIES OF THE AGM OR NGG COMMON GRANT APPLICATION

- c Any submission deadlines:**

POSTMARKED BY APRIL 1 OR SEPT 25

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

WITH FEW EXCEPTIONS, PREFERENCE IS GIVEN TO MASSACHUSETTS CHARITIES AND EDUCATIONAL ORGANIZATIONS

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				
350.ORG 20 JAY STREET, SUITE 1010 BROOKLYN, NY 11201	NONE	PUBLIC CHARITY	STRATEGIC CAMPAIGNS TO FORCE POLITICIANS TO RISE TO THE CHALLENGES OF OUR TIME	1,000.
ACCION EAST, INC 56 ROLAND STREET, SUITE 300 BOSTON, MA 02129-1243	NONE	PUBLIC CHARITY	BRAZILIAN BUSINESS INITIATIVE	10,000.
ALZHEIMER'S ASSOCIATION 480 PLEASANT STREET WATERTOWN, MA 02472	NONE	PUBLIC CHARITY	RESEARCH	1,000.
AMERICA SCORES NEW ENGLAND 29 GERMANIA STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	BOSTON YOUTH DEVELOPMENT PROGRAM	5,000.
AMERICAN CANCER SOCIETY 30 SPEEN STREET FRAMINGTON, MA 01701	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
Total	SEE CONTINUATION SHEET(S)			584,995.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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  12/11/2015 
 Signature of officer or trustee Date Title
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	KATHERINE BURNS	KATHERINE BURNS	11/04/15		P00300843
	Firm's name ▶ WILMINGTON TRUST COMPANY				Firm's EIN ▶ 51-0055023
	Firm's address ▶ TRUST TAX SERVICES DE3-C070 1100 N MARKET ST WILMINGTON, DE 19890			Phone no. (302) 651-1942	

Form **990-PF** (2014)

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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	KROGER COMPANY COMM	P	10/16/14	11/13/14
b	LINCOLN NATIONAL CORP	P	10/02/14	11/13/14
c	MANPOWER INC WIS	P	VARIOUS	11/13/14
d	MICROSOFT CORP	P	10/02/14	11/13/14
e	OASIS PETROLEUM INC	P	VARIOUS	11/13/14
f	PNC FINANCIAL SERVICES	P	10/02/14	11/13/14
g	QUALCOMM INC COM	P	VARIOUS	11/13/14
h	SM ENERGY CO	P	VARIOUS	11/13/14
i	SUNTRUST BANKS INC	P	10/02/14	11/13/14
j	WELLS FARGO & CO	P	10/02/14	11/13/14
k	WHIRLPOOL CORP COM	P	10/16/14	11/13/14
l	AUTOMATIC DATE PROCE	P	12/07/88	05/02/14
m	AUTOMATIC DATE PROCE	P	12/07/88	10/16/14
n	BHP BILLITON LTD SPO	P	VARIOUS	10/16/14
o	CDK GLOBAL HOLDINGS	P	12/07/88	10/16/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,280.		2,011.	269.
b 1,626.		1,492.	134.
c 11,788.		11,544.	244.
d 2,587.		2,435.	152.
e 8,977.		12,763.	-3,786.
f 2,113.		2,023.	90.
g 13,771.		14,239.	-468.
h 9,610.		12,718.	-3,108.
i 2,230.		2,110.	120.
j 1,766.		1,695.	71.
k 2,632.		2,204.	428.
l 193,960.		11,091.	182,869.
m 36,018.		1,942.	34,076.
n 118,407.		127,874.	-9,467.
o 63,223.		4,139.	59,084.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			269.
b			134.
c			244.
d			152.
e			-3,786.
f			90.
g			-468.
h			-3,108.
i			120.
j			71.
k			428.
l			182,869.
m			34,076.
n			-9,467.
o			59,084.

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

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

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	COCA COLA CO COM	P	07/03/85	05/02/14
b	COCA COLA CO COM	P	07/03/85	09/19/14
c	COCA COLA CO COM	P	07/03/85	11/24/14
d	EMERSON ELECTRIC COM	P	10/09/80	05/02/14
e	EXPEDITORS INTL WASH	P	10/03/12	04/24/14
f	GENERAL ELECTRIC COM	P	02/24/09	05/02/14
g	GENERAL ELECTRIC COM	P	02/24/09	09/19/14
h	GENERAL ELECTRIC COM	P	02/24/09	12/16/14
i	JOHNSON & JOHNSON	P	01/01/01	05/02/14
j	JOHNSON & JOHNSON	P	01/01/01	09/19/14
k	JOHNSON & JOHNSON	P	01/01/01	11/24/14
l	JOHNSON & JOHNSON	P	01/01/01	12/16/14
m	PEPSICO INC COM	P	08/27/82	05/02/14
n	PEPSICO INC COM	P	08/27/82	09/19/14
o	PEPSICO INC COM	P	08/27/82	10/16/14

(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 91,753.		3,213.	88,540.
b 167,363.		5,712.	161,651.
c 28,735.		928.	27,807.
d 111,406.		4,963.	106,443.
e 60,844.		52,758.	8,086.
f 79,984.		10,770.	69,214.
g 118,380.		16,154.	102,226.
h 74,755.		10,770.	63,985.
i 99,150.		2,241.	96,909.
j 162,145.		3,361.	158,784.
k 32,069.		672.	31,397.
l 25,961.		560.	25,401.
m 102,481.		2,474.	100,007.
n 187,393.		4,124.	183,269.
o 72,634.		1,650.	70,984.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			88,540.
b			161,651.
c			27,807.
d			106,443.
e			8,086.
f			69,214.
g			102,226.
h			63,985.
i			96,909.
j			158,784.
k			31,397.
l			25,401.
m			100,007.
n			183,269.
o			70,984.

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

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

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 PROCTOR & GAMBLE CO	P	05/04/84	05/02/14
b PROCTOR & GAMBLE CO	P	05/04/84	09/19/14
c PROCTOR & GAMBLE CO	P	05/04/84	10/16/14
d SYSCO CORP COMM	P	VARIOUS	04/24/14
e US TREASURY NOTE	P	05/19/04	05/15/14
f US TREASURY NOTE	P	10/05/12	10/16/14
g US TREASURY NOTE	P	07/16/13	10/16/14
h US TREASURY NOTE	P	07/16/13	10/16/14
i US TREASURY NOTE	P	07/16/13	10/16/14
j ABBVIE INC	P	10/02/14	11/13/14
k ALLSTATE CORP	P	10/02/14	11/13/14
l AMERISOURCE BERGEN COR	P	10/02/14	11/13/14
m AMERIPRISE FINANCIAL I	P	10/02/14	11/13/14
n AMGEN INC COM	P	10/02/14	11/13/14
o ASBURY AUTOMOTIVE GROUP	P	10/02/14	11/13/14

(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 122,716.		4,468.	118,248.
b 84,286.		2,978.	81,308.
c 41,148.		1,489.	39,659.
d 364,626.		331,828.	32,798.
e 200,000.		199,875.	125.
f 350,081.		351,094.	-1,013.
g 353,075.		350,875.	2,200.
h 202,070.		200,750.	1,320.
i 50,131.		49,984.	147.
j 2,376.		2,097.	279.
k 2,685.		2,450.	235.
l 1,416.		1,233.	183.
m 2,995.		2,755.	240.
n 2,269.		1,920.	349.
o 1,675.		1,449.	226.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			118,248.
b			81,308.
c			39,659.
d			32,798.
e			125.
f			-1,013.
g			2,200.
h			1,320.
i			147.
j			279.
k			235.
l			183.
m			240.
n			349.
o			226.

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

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

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
AMERICAN FRIENDS OF CHRIST CHURCH 3900 NYS ROUTE 22 WILLSBORO, NY 12996	NONE	PUBLIC CHARITY	OPERATING SUPPORT	12,000.
AMERICAN FRIENDS SERVICE COMMITTEE 2 CONE STREET SUITE 2B NORTHAMPTON, MA 01063	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
AMERICAN FUND FOR EMMANUEL 1000 N WEST STREET 1200 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	SUPPORT FUND AND GERALD EVANS FUND	12,000.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER, CO 80221	NONE	PUBLIC CHARITY	TRIBAL SCHOLARSHIP PROGRAM	10,000.
AMERICANS FOR OXFORD FBO WOLFSON COLLEGE, UNIVERSITY OF OXFORD, ENGLAND 500 FIFTH AVENUE 32ND FLOOR NEW YORK, NY 10110	NONE	PUBLIC CHARITY	GRADUATE SCHOLARSHIPS	2,000.
ARLINGTON STREET CHURCH 351 BOYLSTON STREET BOSTON, MA 02116-3003	NONE	PUBLIC CHARITY	REPAIRS & MAINTENANCE OF THE BUILDING GROUNDS	5,000.
ART COUNCIL INC DBA ARTADIA: THE FUND FOR ART AND DIALOGUE 111 FRONT STREET SUITE 210 BROOKLYN, NY 11201	NONE	PUBLIC CHARITY	ARTADIA BOSTON AWARDS	5,000.
ASSOCIATED GRANT MAKERS 133 FEDERAL STREET, SUITE 802 BOSTON, MA 02110	NONE	PUBLIC CHARITY	THE SUMMER FUND	12,000.
BABSON COLLEGE 231 FOREST STREET BABSON PARK, MA 02116-3303	NONE	PUBLIC CHARITY	OPERATING SUPPORT OF THE ARCHIVE	1,000.
BABSON COLLEGE 231 FOREST STREET BABSON PARK, MA 02457	NONE	PUBLIC CHARITY	OUT NETWORK & PRIDE ALLIANCE	5,000.
Total from continuation sheets				566,995.

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
BABSON COLLEGE 231 FOREST STREET BABSON PARK, MA 02457-0310	NONE	PUBLIC CHARITY	POSSE SCHOLARSHIP FUND	10,000.
BAGLY 14 BEACON STREET SUITE 620 BOSTON, MA 02108	NONE	PUBLIC CHARITY	\$100K CHALLENGE MATCH FOR OPERATING SUPPORT	10,000.
BAY STATE PERFORMING ARTS DBA BOSTON GAY MEN'S CHORUS 95 BERKELEY STREET, SUITE 410 BOSTON, MA 02116	NONE	PUBLIC CHARITY	OPERATING SUPPORT & ENDOWMENT	20,000.
BAY STATE PERFORMING ARTS DBA BOSTON GAY MEN'S CHORUS 95 BERKELEY STREET, SUITE 410 BOSTON, MA 02116	NONE	PUBLIC CHARITY	JUNE TOUR TO ISRAEL AND TURKEY	1,500.
BELL FOUNDATION 60 CLAYTON STREET DORCHESTER, MA 02122	NONE	PUBLIC CHARITY	BELL AFTER SCHOOL AND SUMMER	5,000.
BENJAMIN FRANKLIN INSTITUTE OF TECHNOLOGY 41 BERKELEY STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	EARLY ACCESS TO COLLEGE PROGRAM	7,500.
BLACK MINISTRIAL ALLIANCE OF GREATER BOSTON 7 PALMER STREET, SUITE 301 ROXBURY, MA 02119	NONE	PUBLIC CHARITY	VICTORY GENERATION OUT OF SCHOOL TIME PROGRAM	5,000.
BOSTON ARTS ACADEMY 174 IPSWICH STREET BOSTON, MA 02115	NONE	PUBLIC CHARITY	YOUTH SCHOLARSHIP	1,000.
BOSTON EDUCATIONAL DEVELOPMENT FOUNDATION 2300 WASHINGTON STREET ROXBURY, MA 02119	NONE	PUBLIC CHARITY	JOSIAH QUINCY ORCHESTRA PROGRAM GENERAL OPERATIONS AND PROGRAM SUPPORT	3,000.
BOSTON FIREFIGHTERS CREDIT UNION 60 HALLET STREET DORCHESTER, MA 02124	NONE	FALLEN FIREFIGHTERS' FAMILIES	LT WALSH - FIREFIGHTER KENNEDY MEMORIAL FUND	5,000.
Total from continuation sheets				

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
BOSTON HEALTHCARE FOR THE HOMELESS PROGRAM INC 780 ALBANY STREET BOSTON, MA 02118	NONE	PUBLIC CHARITY	ESSENTIAL RESOURCES TO HOMELESS FAMILIES	2,000.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111-1736	NONE	PUBLIC CHARITY	GRANT TO BOSTON LYRIC OPERA	12,093.
BOSTON NATURAL AREAS NETWORK 62 SUMMER STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	YOUTH CONSERVATION CORPS	3,000.
BOSTON PARTNERS IN EDUCATION, INC 44 FARNSWORTH STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	MATH RULES	7,500.
BOSTON PUBLIC LIBRARY FOUNDATION 700 BOYLSTON STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	HOMEWORK PROGRAMS AT BRANCH LIBRARIES	1,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	YOUTH PROGRAMS	1,000.
BOTTOM LINE 500 AMORY STREET, SUITE 3 JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	BOSTON ACCESS AND SUCCESS PROGRAMS	5,000.
BRITISH SCHOOLS & UNIVERSITIES FOUNDATION 575 MADISON AVENUE, SUITE 1006 NEW YORK, NY 10022-2511	NONE	PUBLIC CHARITY	UPPINGHAM SCHOOL	2,500.
BUDIST VIHARA SOCIETY 5017 16TH STREET WASHINGTON, DC 20011	NONE	PUBLIC CHARITY	EDUCATIONAL WORK IN SRI LANKA AND IN THE US	1,000.
BUSINESS UNITED IN INVESTING LENDING AND DEVELOPMENT 2385 BAY ROAD REDWOOD CITY, CA 94063	NONE	PUBLIC CHARITY	YOUTH ENTREPRENEURSHIP	10,000.
Total from continuation sheets				

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
CAMBRIDGE IN AMERICA FBO CLARK COLLEGE CAMBRIDGE PO BOX 9123 JAF BLDGE NEW YORK, NY 10087	NONE	PUBLIC CHARITY	STUDENTSIPS	2,000.
CENTER FOR WOMEN AND ENTERPRISE 24 SCHOOL STREET, 7TH FLOOR BOSTON, MA 02108	NONE	PUBLIC CHARITY	ENTREPRENEURSHIP TRAINING FOR LOW INCOME WOMEN	7,500.
CHARLES RIBER WATERSHED ASSOCIATION 190 PARK ROAD WESTON, MA 02493	NONE	PUBLIC CHARITY	CLEAN-UP OF THE RIVER & KIDS PROGRAMS	1,000.
CHILDREN'S AID SOCIETY DEVELOPMENT OFFICE 105 EAST 22ND STREET, ROOM 504 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	NEW YORK TIME'S NEEDIEST FAMILIES	1,000.
CORPORATE ANGEL NETWORK WESTCHESTER COUNTY AIRPORT ONE LOOP ROAD WHITE PLAINS, NY 10604	NONE	PUBLIC CHARITY	PROVIDE CHILDREN WITH CANCER TRANSPORTATION TO AND FROM TREATMENT FACILITIES	2,000.
CRADLES TO CRAYONS 155 NORTH BEACON STREET BRIGHTON, MA 02135	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
CRISTO REY BOSTON HIGH SCHOOL INC 100 SAVIN HILL AVENUE BOSTON, MA 02125	NONE	PUBLIC CHARITY	OPPORATING SUPPORT	4,000.
CRITTENTON WOMEN'S UNION ONE WASHINGTON MALL, 3RD FLOOR BOSTON, MA 02108	NONE	PUBLIC CHARITY	HORIZON'S TRANSITIONAL HOUSING PROGRAM	2,000.
CRITTENTON WOMEN'S UNION ONE WASHINGTON MALL, 3RD FLOOR BOSTON, MA 02108	NONE	PUBLIC CHARITY	MOBILITY MENTORING SERVICES; SUPPORTING LOW INCOME WOMEN ON THEIR JOURNEY TO SELF SUFFICIENCY	7,500.
CROTCHED MOUNTAIN FOUNDATION 1 VERNEY DRIVE GREENFIELD, NH 03047	NONE	PUBLIC CHARITY	CMARS PROGRAM & OPERATING SUPPORT	2,000.
Total from continuation sheets				

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
DANA HALL SCHOOL PO BOX 9010, 45 DANA ROAD WELLESLEY, MA 02482	NONE	PUBLIC CHARITY	ANNUAL FUND	6,000.
DEFENDERS OF THE BLACK HILLS, INC. PO BOX 2003 RAPID CITY, SD 57709	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
DORCHESTER YOUTH COLLABORATIVE 1514A DORCCESTER AVENUE DORCHESTER, MA 02122	NONE	PUBLIC CHARITY	DYC DEMOCRACY CLUB	5,000.
DUDLEY STREET NEIGHBORHOOD INITIATIVE 504 DUDLEY STREET ROXBURY, MA 02119	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
ELIZABETH STONE HOUSE PO BOX 300039 JAMAICA PLAINS, MA 02130	NONE	PUBLIC CHARITY	PARENT AND CHILD CENTER	1,000.
EMORY UNIVERSITY 537 KILGO CIRCLE ATLANTA, GA 30322	NONE	PUBLIC CHARITY	UNDERGRADUATE SCHOLARSHIPS	1,000.
EMORY UNIVERSITY 537 KILGO CIRCLE ATLANTA, GA 30322	NONE	PUBLIC CHARITY	EMORY-TIBET PARTNERSHIP - OPERATING SUPPORT	5,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 20010	NONE	PUBLIC CHARITY	LAND, WATER & WILDLIFE PROGRAM CATALYST LEVEL	5,000.
ESPLANADE ASSOCIATION 376 BOYLSTON STREET, SUITE 503 BOSTON, MA 02116	NONE	PUBLIC CHARITY	PLANNING AND SUPPORT	1,000.
FIVE COLLEGE PROGRAM ON PEACE AND WORLD SECURITY STUDIES 97 SPRING STREET AMHERST, MA 01002	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
Total from continuation sheets				

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
FONKOZE USA 1700 KALORAMA ROAD NW, SUITE 102 WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	HAITI RELIEF	2,000.
FRANKLIN PARK COALITION PO BOX 302333 BOSTON, MA 02130	NONE	PUBLIC CHARITY	SUMMER YOUTH CONSERVATION CREW	5,000.
FRIENDS OF COPLEY SQUARE PO BOX 170124 BOSTON, MA 02117	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRIENDS OF THE PUBLIC GARDEN 69 BEACON STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRIENDS OF THE SOUTH HADLEY PUBLIC LIBRARY SYSTEM 2 CANAL STREET SOUTH HADLEY, MA 01075	NONE	PUBLIC CHARITY	THE BUILDING FUND	2,500.
FRIENDSHIP HOME 458 MAIN STREET NORWELL, MA 02061	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FROM THE TOP 295 HUNTINGTON AVENUE, SUITE 201 BOSTON, MA 02115	NONE	PUBLIC CHARITY	THE RADIO PROGRAM	2,000.
FUEL EDUCATION 561 BOYLESTOWN STREET 4TH FLOOR BOSTON, MA 02116	NONE	PUBLIC CHARITY	DEEPENING ENGAGEMENT WITH PARENTS	5,000.
FUND FOR SOUTHERN COMMUNITIES 4153-C FLAT SHOALS PKWY DECATUR, GA 30034	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FUND FOR SOUTHERN COMMUNITIES 4153-C FLAT SHOALS PKWY DECATUR, GA 30034	NONE	PUBLIC CHARITY	GRANT FUND POOL	1,500.
Total from continuation sheets				

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
GENERATIONS, INC 25 KINGSTON STREET, 4TH FLOOR BOSTON, MA 02111	NONE	PUBLIC CHARITY	READ TO SUCCEED	1,000.
GENERATIONS, INC 25 KINGSTON STREET, 4TH FLOOR BOSTON, MA 02111	NONE	PUBLIC CHARITY	READ TO SUCCEED	7,500.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02130	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
GROUNDWORK SOMERVILLE 24 PARK STREET SUITE 7 SOMERVILLE, MA 02143	NONE	PUBLIC CHARITY	SOMERVILLE FOOD NETWORK	5,000.
HALEY HOUSE 23 DARTMOUTH STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	MCKINLEY COLLABORATIVE GARDEN	3,000.
HAYMARKET PEOPLE'S FUND 42 SEAVERNS AVENUE JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	THE GRANT FUND POOL	5,000.
HISTORIC DEERFIELD/SAB FUND PO BOX 321 DEERFIELD, MA 01342	NONE	PUBLIC CHARITY	CHILDREN'S PROGRAMS	3,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	NONE	PUBLIC CHARITY	DISABILITY RIGHT DIVISION	2,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	NONE	PUBLIC CHARITY	LOIS WHITMAN FUND AT THE CRD	1,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	NONE	PUBLIC CHARITY	WORK RE HAZARDOUS CHILD LABOR IN US TOBACCO FARMING & PROTECTING FARMWORKER CHILDREN US &	3,000.
Total from continuation sheets				

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
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	NONE	PUBLIC CHARITY	WOMEN'S RIGHTS DIVISION FOR WORK ENDING CHILD MARRIAGE WORLDWIDE	2,000.
HUNTINGTON THEATRE COMPANY 264 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	AUGUST WILSON MONOLOGUE COMPETITION	1,500.
HYDE SQUARE TASK FORCE 375 CENTRE STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	PATHS TO COLLEGE AND CAREERS PROGRAM (PCCP)	7,000.
INTERISE 197 PORTLAND STREET SUITE 200 BOSTON, MA 02114	NONE	PUBLIC CHARITY	BOSTON STREETWISE MBA	5,000.
INTERNATIONAL BUDDHIST CENTER 2600 ELMONT STREET WHEATON, MD 20902-2760	NONE	PUBLIC CHARITY	SUPPORT OF EDUCATIONAL WORK IN USA & SRI LANKA	2,000.
INTERNATIONAL RESCUE COMMITTEE (NYC) 122 E 42ND STREET NEW YORK, NY 10168	NONE	PUBLIC CHARITY	DISABLED REFUGEES WORLDWIDE	2,000.
INTERNATIONAL RESCUE COMMITTEE (UK) 3 BLOOMSBURY PLACE LONDON, UNITED KINGDOM	NONE	PUBLIC CHARITY	SYRIAN REFUGEES	1,000.
JULIE'S FAMILY LEARNING PROGRAM 133 DORCHESTER STREET SOUTH BOSTON, MA 02127	NONE	PUBLIC CHARITY	ADULT AND CHILDREN SERVICES	4,000.
JUSTICE RESOURCE INSTITUTE FBO REDISCOVERY 296 NEWTON STREET SUITE 150 WALTHAM, MA 02453	NONE	PUBLIC CHARITY	YOUTHABRORS	6,000.
LA PINATA 294 SOUTH STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,500.
Total from continuation sheets				

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
LA PINATA 294 SOUTH STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	OPERATING SUPPORT	3,000.
LET'S GET READY 89 SOUTH STREET, SUITE 401 BOSTON, MA 02111	NONE	PUBLIC CHARITY	LET'S GET READY GREATER BOSTON	7,500.
LOUIS D. BROWN PEACE INSTITUTE 15 CHRISTOPHER STREET DORCHESTER, MA 02122	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
LSE CENTENNIAL 424 WEST 33RD STREET, SUITE 280 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,500.
MASSACHUSETTS CENTER FOR NATIVE AMERICAN AWARENESS PO BOX 5885 BOSTON, MA 02114-5885	NONE	PUBLIC CHARITY	YOUTH ENRICHMENT AND EMPOWERMENT PROGRAM	5,000.
MASSACHUSETTS FOUNDATION FOR THE HUMANITIES 66 BRIDGE STREET NORTHAMPTON, MA 01002	NONE	PUBLIC CHARITY	CLEMENTE COURSE FOR THE HUMANITIES	3,000.
MASSACHUSETTS GENERAL HOSPITAL 100 CAMBRIDGE STREET, SUITE 1310 BOSTON, MA 02114-2792	NONE	PUBLIC CHARITY	ALAN D HILGENBURG LECTURE IN THORACIC AORTIC DISEASE, THORACIC AORTIC DISEASE RESEARCH	1,000.
MASSACHUSETTS HISTORICAL SOCIETY 1154 BOYLSTON STREET BOSTON, MA 02215	NONE	PUBLIC CHARITY	THE PETER GOMES MEMORIAL BOOK PRIZE AWARD	2,000.
METROPOLITAN OPERA ASSOCIATION, INC LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	LINDEMANN YOUNG ARTIST DEVELOPMENT & NE REGIONAL AUDITIONS	17,402.
MIAMI UNIVERSITY FOUNDATION - PANUSKA DEVELOPMENT CENTER 725 E CHESTNUT STREET OXFORD, OH 45056	NONE	PUBLIC CHARITY	ANN LOUISE WILKINSON SCHOLARSHIP	10,000.
Total from continuation sheets				

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
MORE THAN WORDS 376 MOODY STREET WALTHAM, MA 02453	NONE	PUBLIC CHARITY	SOCIAL ENTERPRISE JOB TRAINING & YOUTH DEVELOPMENT PROGRAM	5,000.
MT. TOBY MONTHLY MEETING OF FRIENDS 194 LONG PLAIN ROAD LEVERETT, MA 01054	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	YOUTH PROGRAMS	1,000.
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON, MA 02144-1099	NONE	PUBLIC CHARITY	CAMP-IN PROGRAM	1,000.
MYSTIC SEAPORT MUSEUM 75 GREENMANVILLE AVENUE MYSTIC, CT 06355	NONE	PUBLIC CHARITY	CHILDREN'S EDUCATIONAL PROGRAMS	1,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET, 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	WORK ON WATER ISSUES & CLIMATE CHANGE AND TO STOP THE KILLING OF ELEPHANTS FOR THE IVORY TRADE	5,000.
NC FIELD INC PO BOX 121 KINGSTON, NC 28502	NONE	PUBLIC CHARITY	CAMPAIGN TO ELIMINATE CHILD LABOR IN TOBACCO	1,000.
NEW ENGLAND BUDDHIST VIHARA & MEDITATION CENTER 162 OLD UPTON ROAD GRAFTON, MA 01519	NONE	PUBLIC CHARITY	GENERAL SUPPORT; THE MEDITATION BUILDING FUND; PARKING LOT MAINTENANCE	2,500.
NEW ENGLAND DISABLED SPORTS PO BOX 26 LINCOLN, NH 03251	NONE	PUBLIC CHARITY	N.E. GENERAL OPERATIONS	1,000.
NEW HAMPSHIRE PUBLIC BROADCASTING 268 MAST ROAD DURHAM, NH 03824-4601	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
Total from continuation sheets				

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
NEWTON CULTURAL ALLIANCE PO BOX 02461 NEWTON, MA 02461	NONE	PUBLIC CHARITY	RESTORATION OF THE HISTORIC NATHANIEL ALLEN HOUSE IN WEST NEWTON	1,000.
NIPPONZAN MYOHOJI USA PEACE PAGODA 100 CAVE HILL ROAD LEVERETT, MA 01054	NONE	PUBLIC CHARITY	EXPENSES FOR VARIOUS PEACE PAGODAS	1,500.
NIPPONZAN MYOHOJI USA 100 CAVE HILL ROAD LEVERETT, MA 01054	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
NOBLE AND GREENOUGH SCHOOL FBO ACHIEVE 10 CAMPUS DRIVE DEDHAM, MA 02026	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,500.
NONVIOLENT PEACE FORCE 425 OAK GROVE STREET MINNEAPOLIS, MN 55403	NONE	PUBLIC CHARITY	PROTECTION OF CHILDREN IN SOUTH SUDAN	1,000.
OXFAM AMERICA 226 CAUSEWAY STREET 5TH FLOOR BOSTON, MA 02114	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
PARTNERS HOMECARE 281 WINTER STREET, SUITE 240 WALTHAM, MA 02451	NONE	PUBLIC CHARITY	HOME HOSPICE PROGRAMS	1,000.
PEACE ACTION EDUCATION FUND 8630 FENTON STREET, SUITE 524 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	STUDENT NETWORK S.P.A.N.	2,500.
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON STREET WATERTOWN, MA 02472-2790	NONE	PUBLIC CHARITY	EARLY INTERVENTION AND GUIDE DOG PROGRAMS	1,000.
PLAYWORKS 29 GERMANIA STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	EDUCATION ENERGIZED	7,500.
Total from continuation sheets				

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
PROJECT HOPE 550 DUDLEY STREET ROXBURY, MA 02119	NONE	PUBLIC CHARITY	PROJECT HOPE'S CHILDREN'S SERVICES	5,000.
PURPLE HEARTS HOMES PO BOX 5535 STATESVILLE, NC 28687	NONE	PUBLIC CHARITY	VETERANS HOME OWNERSHIP PROGRAM	1,000.
RAW ART WORKS 37 CENTRAL SQUARE LYNN, MA 01901	NONE	PUBLIC CHARITY	WORKFORCE READINESS PROGRAMMING FOR AT-RISK HIGH SCHOOL TEENS	3,000.
REACH OUT AND READ 56 ROLAND STREET, SUITE 100D BOSTON, MA 02129-1243	NONE	PUBLIC CHARITY	BOSTON PROGRAMS	1,000.
RED TOMATO 76 EVERETT SKINNER ROAD PLAINVILLE, MA 02762	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
ROSIE'S PLACE 889 HARRISON AVENUE BOSTON, MA 02118	NONE	PUBLIC CHARITY	SHELTER/JOB TRAINING	1,000.
SARODAYA USA 122 STATE STREET, SUITE 510 MADISON, WI 53703	NONE	PUBLIC CHARITY	SARODAYA CHILDREN'S ORPHANAGE	1,500.
SARVODAYA USA 122 STATE STREET, SUITE 510 MADISON, WI 53703	NONE	PUBLIC CHARITY	PLAYGROUNDS, ORPHANAGE AND PERMANENT HOUSING	2,000.
SCHOOL YEAR ABROAD 120 WATER STREET SUITE 310 NORTH ANDOVER, MA 01845	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
SOCIEDAD LATINA 1530 TREMONT STREET ROXBURY, MA 02120	NONE	PUBLIC CHARITY	WORKFORCE DEVELOPMENT EXPANSION	7,500.
Total from continuation sheets				

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
SOMALI DEVELOPMENT CENTER 205 GREEN STREET BOSTON, MA 02130	NONE	PUBLIC CHARITY	SOMALI GIRLS RISE - YOUNG REFUGEE WOMEN	2,500.
SOUTHWEST BOSTON COMMUNITY DEVELOPMENT CORPORATION 11 FAIRMOUNT AVENUE SUITE 101 HYDE PARK, MA 02136	NONE	PUBLIC CHARITY	HYDE PARK GREEN TEAM	6,000.
SPECIAL OLYMPICS 1133 19TH STREET N W WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL OPERATIONS IN N.E. AND NH	2,000.
SPORTSMEN'S TENNIS AND ENRICHMENT CENTER 950 BLUE HILL AVENUE DORCHESTER, MA 02124	NONE	PUBLIC CHARITY	GENERATING EXCELLENT MENTORS PROGRAM	5,000.
STANFORD UNIVERSITY, FRANCES C. ARRILLAGE ALUMNI CENTER 326 GLAVEZ STREET STANFORD, CA 94305-6105	NONE	PUBLIC CHARITY	PRESIDENT'S FUND	15,000.
STRONG WOMEN, STRONG GIRLS 262 WASHINGTON STREET SUITE 602 BOSTON, MA 02108	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
SUMMER SEARCH 3840 WASHINGTON STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	SCHOLARSHIPS FOR SUMMER OUTDOOR ADVENTURE AND ACADEMIC PROGRAMS	8,000.
SYA FOUNDATION 4022 SARATOGA AVENUE #21 LOS ALAMITOS, CA 90720	NONE	PUBLIC CHARITY	SUNBURST CADETS IN THE SUNBURST PROGRAM	1,000.
TENT CITY CORPORATION FBO SOUTH END TECHNOLOGY CENTER 359 COLUMBUS AVENUE BOSTON, MA 02116	NONE	PUBLIC CHARITY	LEARN 2 TEACH, TEACH TO LEARN	10,000.
THEATREZONE DBA APOLLNAIRE THEATRE COMPANY 189 WINNISIMMET STREET CHELSEA, MA 02150	NONE	PUBLIC CHARITY	CHELSEA YOUTH THEATRE	5,000.
Total from continuation sheets				

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
THOMPSON ISLAND OUTWARD BOUND EDUCATIONAL CENTER PO BOX 127 BOSTON, MA 02127	NONE	PUBLIC CHARITY	EXPANDING AND REFINING THE CONNECTIONS PROGRAM	7,000.
TRUSTEES OF DEERFIELD ACADEMY PO BOX 87 DEERFIELD, MA 01342	NONE	PUBLIC CHARITY	THE NATIVE AMERICAN ALLIANCE	1,000.
TRUSTEES OF PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE	PUBLIC CHARITY	RICHARD BABSON '76 FUND	5,000.
UASPIRE 31 MILK STREET, 9TH FLOOR BOSTON, MA 02109	NONE	PUBLIC CHARITY	SUPPORT OF THE BOSTON HIGH SCHOOL ADVISING PROGRAM	5,000.
UPHAM'S CORNER COMMUNITY CENTER, INC 500 COLUMBIA ROAD DORCHESTER, MA 02125	NONE	PUBLIC CHARITY	THE BOYS GLASS ART ENTREPRENEURSHIP PROGRAM	7,000.
UVA - LAW SCHOOL FOUNDATION 580 MASSIE ROAD CHARLOTTESVILLE, VA 22907-3032	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
VETERAN'S EDUCATION PROJECT PO BOX 416 AMHERST, MA 01004	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
VICTORY PROGRAMS 965 MASSACHUSETTS AVENUE BOSTON, MA 02118	NONE	PUBLIC CHARITY	REVISION URBAN FARM FOOD SECURITY AND NUTRITION EDUCATION INITIATIVE	5,000.
VISUAL ART LIBRARY PO BOX 589 NEW LONDON, CT 06320	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
WALNUT HILL SCHOOL FOR THE ARTS 12 HIGHLAND STREET NATICK, MA 01760	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
Total from continuation sheets				

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
WELLESLEY SCHOLARSHIP FOUNDATION PO BOX 81207 WELLESLEY, MA 02481	NONE	PUBLIC CHARITY	P&E AND S&D SCHOLARSHIPS	2,000.
WGBH EDUCATIONAL FOUNDATION 1 GUEST STREET BOSTON, MA 02135	NONE	PUBLIC CHARITY	CHILDREN'S PROGRAMMING	2,000.
YEAR UP 93 SUMMER STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
YMCA OF GREATER BOSTON 316 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	BPD CAMPERSHIP FUND	10,000.
ZING FOUNDATION 21 LINWOOD STREET ARLINGTON, MA 02474	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
ZUMIX 260 SUMNER STREET EAST BOSTON, MA 02128	NONE	PUBLIC CHARITY	HANDS-ON YOUTH DEVELOPMENT PROGRAM	6,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HUMAN RIGHTS WATCH

WORK RE HAZARDOUS CHILD LABOR IN US TOBACCO FARMING & PROTECTING

FARMWORKER CHILDREN US & WORLDWIDE

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GAIN					
DIVIDENDS	4,697.	4,697.	0.	0.	
INTEREST/DIVIDENDS	331,865.	0.	331,865.	331,865.	
TO PART I, LINE 4	336,562.	4,697.	331,865.	331,865.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,000.	1,000.		0.
TO FORM 990-PF, PG 1, LN 16B	1,000.	1,000.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WTC CUSTODIAL FEES	65,059.	65,059.		0.
INVESTMENT MANAGEMENT FEES	614.	614.		0.
GMA FOUNDATIONS	33,333.	0.		33,333.
TO FORM 990-PF, PG 1, LN 16C	99,006.	65,673.		33,333.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID	2,678.	2,678.		0.	
PRIOR YEAR EXCISE TAX	20,000.	0.		0.	
CURRENT YEAR ESTIMATED EXCISE TAX PAYMENTS	17,110.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	39,788.	2,678.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MA AG FILING FEE	125.	0.		125.	
DEPOSITORY FEE	30.	30.		0.	
EXPONENT PHILANTHROPY					
MEMBERSHIP DUES	725.	0.		725.	
COPIES AND BUSINESS CARDS	961.	0.		961.	
TRUSTEE MEETING EXPENSES	76.	0.		76.	
WEBSITE FEE	178.	0.		178.	
TO FORM 990-PF, PG 1, LN 23	2,095.	30.		2,065.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
MISC TAX COST ADJUSTMENT	224,573.				
MUTUAL FUND TIMING DIFFERENCE	4,207.				
2013 DIVIDENDS RECEIVED FROM PRIOR CUSTODIAN	34,015.				
TOTAL TO FORM 990-PF, PART III, LINE 3	262,795.				

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	5,055,563.	10,802,320.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,055,563.	10,802,320.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	2,064,798.	2,208,072.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,064,798.	2,208,072.

Investment Detail				
PAUL & EDITH BABSON FOUNDATION				
Accounts: 106846-000,106846-433				
Across Account(s) Combine Principal and Income				
As of Date 12/31/2014				
Category	Description	Quantity	Market Value	Federal Tax Cost
Equity	ABBVIE INC	253.0000	16,556.32	14,111.62
Equity	AETNA INC NEW COM	179.0000	15,900.57	13,920.92
Equity	ALLIANCE DATA SYSTEMS CORP	54.0000	15,446.70	13,289.00
Equity	ALLSTATE CORP	216.0000	15,174.00	13,128.95
Equity	AMERIPRISE FINANCIAL INC	111.0000	14,679.75	12,796.04
Equity	AMERISOURCE BERGEN CORP	182.0000	16,409.12	13,919.34
Equity	AMGEN INC COM	99.0000	15,769.71	13,267.71
Equity	ANALOG DEVICES INC			
Equity	ATTACHED RIGHTS	1,500.0000	83,280.00	77,220.60
Equity	APPLE INC	1,452.0000	160,271.76	147,808.18
Equity	ASBURY AUTOMOTIVE GROUP INC	202.0000	15,335.84	13,182.60
Equity	AT&T INC	2,600.0000	87,334.00	175,312.47
Equity	ATMOS ENERGY CORP	227.0000	12,652.98	10,854.40
Equity	AUTOMATIC DATA PROCESSING INC	7,000.0000	583,590.00	27,193.13
Equity	AVISTA CORP COM	360.0000	12,726.00	11,421.00
Equity	BALL CORPORATION	215.0000	14,656.55	13,546.94
Equity	BIOGEN, INC	200.0000	67,890.00	56,388.08
Equity	BRINKER INTL INC COM	303.0000	17,783.07	15,575.12
Equity	CARDINAL HEALTH INC OM	201.0000	16,226.73	14,920.66
Equity	CATERPILLAR INC	3,000.0000	274,590.00	119,128.20
Equity	CDW CORP	468.0000	16,459.56	15,370.80
Equity	CINEMARK HOLDINGS INC	443.0000	15,761.94	14,176.03
Equity	COCA COLA CO COM	15,100.0000	637,522.00	21,564.42
Equity	COLGATE PALMOLIVE CO COM	4,000.0000	276,760.00	139,213.00
Equity	COMCAST CORP			
Equity	CLASS A	1,750.0000	101,517.50	91,019.43
Equity	CVS HEALTH CORPORATION	175.0000	16,854.25	13,923.66
Equity	DAVITA HEALTHCARE PARTNERS 1	201.0000	15,223.74	14,708.55
Equity	DELTA AIR LINES INC	1,887.0000	92,821.53	69,790.89
Equity	DELUXE CORPORATION			
Equity	ATTACHED RTS EXP 1-31-2007	273.0000	16,994.25	15,198.45
Equity	DEVON ENERGY CORPORATION	224.0000	13,711.04	14,258.50
Equity	DISCOVER FINANCIAL SERVICES	219.0000	14,342.31	13,790.13
Equity	WALT DISNEY CO	1,500.0000	141,285.00	120,557.70
Equity	DOVER CORP COMMON	207.0000	14,846.04	16,160.55
Equity	DR PEPPER SNAPPLE GROUP INCORPORATED	222.0000	15,912.96	15,729.67
Equity	DST SYSTEMS INC COM	154.0000	14,499.10	15,308.14
Equity	EMC CORP MASS COM	5,000.0000	148,700.00	74,168.00
Equity	EMERSON ELECTRIC COMPANY	10,350.0000	638,905.50	30,376.94
Equity	EOG RESOURCES INC COM	147.0000	13,534.29	14,219.43
Equity	EXXON MOBIL CORP	6,000.0000	554,700.00	453,884.20
Equity	GATX CORP COMMON	256.0000	14,730.24	15,229.35
Equity	GENERAL ELECTRIC COMPANY	27,900.0000	705,033.00	100,157.24
Equity	GENERAL MILLS INC	270.0000	14,399.10	13,414.16
Equity	GILEAD SCIENCES INC COM	141.0000	13,290.66	14,287.29
Equity	GOOGLE INC			
Equity	CLASS A	325.0000	172,464.50	175,064.99
Equity	HALYARD HEALTH INC	16.0000	727.52	560.46
Equity	HANESBRANDS INC	140.0000	15,626.80	14,802.06

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Investment Detail				
PAUL & EDITH BABSON FOUNDATION				
Accounts: 106846-000,106846-433				
Across Account(s) Combine Principal and Income				
As of Date 12/31/2014				
Category	Description	Quantity	Market Value	Federal Tax Cost
Equity	HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL	3,427.2640	222,018.16	250,000.00
Equity	HELMERICH & PAYNE INC COM	159.0000	10,719.78	14,120.36
Equity	HOST HOTELS & RESORTS INC	640.0000	15,212.80	14,596.99
Equity	INTEL CORP COM	442.0000	16,040.18	14,495.78
Equity	ISHARES MSCI EAFE SMALL-CAP ETF	2,500.0000	116,775.00	130,879.25
Equity	ISHARES RUSSELL MID-CAP ETF	2,300.0000	384,192.00	355,796.66
Equity	JOHNSON & JOHNSON	6,950.0000	726,761.50	15,572.87
Equity	KIMBERLY CLARK CORP	131.0000	15,135.74	13,339.15
Equity	KROGER COMPANY COMMON	268.0000	17,208.28	13,800.71
Equity	LINCOLN NATIONAL CORP COMMON	258.0000	14,878.86	12,825.27
Equity	LINEAR TECHNOLOGY CORP COM	6,000.0000	273,600.00	163,305.24
Equity	LYONDELLBASELL INDUSTRIES NV CLASS A	149.0000	11,829.11	14,369.52
Equity	MAGNA INTERNATIONAL INC (CLASS A RECLASSIFIED TO COMMON)	142.0000	15,433.98	13,201.29
Equity	MERCK & COMPANY INC	10,000.0000	567,900.00	128,907.81
Equity	METLIFE INCORPORATED	279.0000	15,091.11	14,243.76
Equity	MICROSOFT CORP	311.0000	14,445.95	13,882.59
Equity	MURPHY OIL CORP COMMON	268.0000	13,539.36	14,546.79
Equity	NORFOLK SOUTHERN CORP	134.0000	14,687.74	14,538.00
Equity	NOVARTIS AG SPONSORED ADR	4,000.0000	370,640.00	211,030.00
Equity	ORACLE CORPORATION COM	366.0000	16,459.02	13,977.86
Equity	PARAMETRIC EMERGING MARKETS FUND CLASS INSTITUTIONAL	8,252.7840	115,621.50	125,636.90
Equity	PEPSICO INC COM	6,000.0000	567,360.00	12,372.14
Equity	PNC FINANCIAL SERVICES GROUP INC	1,165.0000	106,282.95	92,699.55
Equity	PRAXAIR INC COM	2,000.0000	259,120.00	124,408.60
Equity	PROCTER & GAMBLE CO COM	7,000.0000	637,630.00	20,848.60
Equity	QUALCOMM INC COM	2,000.0000	148,660.00	123,859.30
Equity	REGENERON PHARMACEUTICALS INC	200.0000	82,050.00	58,748.14
Equity	SANDISK CORP COM	159.0000	15,578.82	14,536.06
Equity	SCHLUMBERGER LTD	3,060.0000	261,354.60	241,640.28
Equity	SCOTTS MIRACLE-GRO COMPANY	1,570.0000	97,842.40	87,153.81
Equity	SKYWORKS SOLUTIONS INC	270.0000	19,631.70	14,262.03
Equity	STATE STREET CORP	1,000.0000	78,500.00	41,650.00
Equity	SUNTRUST BANKS INC	364.0000	15,251.60	13,325.26
Equity	TE CONNECTIVITY LIMITED	260.0000	16,445.00	14,025.41
Equity	VANGUARD SMALL-CAP ETF	2,510.0000	292,816.60	277,444.66
Equity	VERIZON COMMUNICATIONS COM	173.0000	8,092.94	8,435.41
Equity	VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	1,250.0000	42,712.50	46,917.13
Equity	WELLS FARGO & CO	271.0000	14,856.22	13,608.89
Equity	WHIRLPOOL CORP COM	88.0000	17,049.12	12,641.84
TOTAL Equity			10,802,320.45	5,055,562.91
Fixed Income	DREYFUS HIGH YIELD FUND CLASS I	61,139.2750	394,348.32	400,458.02

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Investment Detail				
PAUL & EDITH BABSON FOUNDATION				
Accounts: 106846-000,106846-433				
Across Account(s) Combine Principal and Income				
As of Date 12/31/2014				
Category	Description	Quantity	Market Value	Federal Tax Cost
Fixed Income	RIDGEWORTH SEIX FLOATING RATE HI INC FUND I	19,315.6730	169,012.14	175,000.00
Fixed Income	WILMINGTON BROAD MRKT BOND FD INSTITUTIONAL SHARES	20,453.7200	199,219.23	200,443.27
Fixed Income	WILMINGTON SHORT TERM BOND FUND-I	24,679.3280	248,767.63	252,919.75
Fixed Income	UNITED STATES TREASURY NOTES DTD 02/15/2005 4.000% 02/15/2015	100,000.0000	100,461.00	98,906.25
Fixed Income	UNITED STATES TREASURY NOTE DTD 03/15/12 0.375% 03/15/15	300,000.0000	300,189.00	300,843.75
Fixed Income	UNITED STATES TREASURY NOTES DTD 11/15/2005 4.500% 11/15/2015	150,000.0000	155,496.00	148,828.13
Fixed Income	UNITED STATES TREASURY NOTES DTD 05/15/2006 5.125% 05/15/2016	200,000.0000	212,812.00	204,500.00
Fixed Income	UNITED STATES TREASURY NOTES DTD 11/30/2011 0.875% 11/30/2016	50,000.0000	50,219.00	50,812.50
TOTAL Fixed Income			1,830,524.32	1,832,711.67
Inflation Hedges	SPDR DOW JONES INTERNATIONAL REAL ESTATE ETF	1,750.0000	72,747.50	71,154.31
TOTAL Inflation Hedges			72,747.50	71,154.31
Cash & Currency	WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	81,055.8900	81,055.89	81,055.89
TOTAL Cash & Currency			81,055.89	81,055.89
Other Assets	WALGREENS BOOTS ALLIANCE INC	4,000.0000	304,800.00	160,392.40
TOTAL Other Assets			304,800.00	160,392.40
TOTAL CASH AND INVESTMENT DETAIL			13,091,448.16	7,200,877.18