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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

SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

A Employer identification number

04-6782460

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

Room/suite

1100 N. MARKET STREET

B Telephone number

302-651-1000

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

WILMINGTON, DE 19890-0900

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

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

☐ Other (specify) _____F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

\$ 5,602,654. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	163,590.	163,590.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	172,985.			
	b Gross sales price for all assets on line 6a	3,335.			
	7 Capital gain net income (from Part IV, line 2)		172,985.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	11.	0.		STATEMENT 2
	12 Total. Add lines 1 through 11	336,586.	336,575.		
	13 Compensation of officers, directors, trustees, etc.	41,153.	24,192.		16,961.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	70.	0.		70.
	b Accounting fees				
	c Other professional fees	STMT 4	17,040.	0.	17,040.
	17 Interest				
	18 Taxes	STMT 5	24,421.	670.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses	STMT 6	461.	0.	461.	
24 Total operating and administrative expenses. Add lines 13 through 23		83,145.	24,862.		34,532.
25 Contributions, gifts, grants paid		216,248.			216,248.
26 Total expenses and disbursements. Add lines 24 and 25		299,393.	24,862.		250,780.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		37,193.			
b Net investment income (if negative, enter -0-)			311,713.		
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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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	157,399.	45,677.	45,677.
	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	2,790,918.	2,920,503.	4,599,781.
	c Investments - corporate bonds STMT 8	576,558.	424,432.	420,188.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	359,728.	531,478.	537,008.
	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)	3,884,603.	3,922,090.	5,602,654.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	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	3,884,603.	3,922,090.	
	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	3,884,603.	3,922,090.	
	31 Total liabilities and net assets/fund balances	3,884,603.	3,922,090.	

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	3,884,603.
2 Enter amount from Part I, line 27a	2	37,193.
3 Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	3	294.
4 Add lines 1, 2, and 3	4	3,922,090.
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	3,922,090.

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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 PUBLICLY TRADED SECURITIES			
c CAPITAL GAINS DIVIDENDS			
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			169,606.
b			44.
c 3,335.			3,335.
d			
e			

(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			169,606.
b			44.
c			3,335.
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	172,985.
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	242,417.	4,927,341.	.049198
2012	229,590.	4,511,238.	.050893
2011	213,821.	4,484,530.	.047680
2010	190,722.	4,296,462.	.044390
2009	221,312.	4,038,575.	.054800

2 Total of line 1, column (d)	2	.246961
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	.049392
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,357,370.
5 Multiply line 4 by line 3	5	264,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,117.
7 Add lines 5 and 6	7	267,728.
8 Enter qualifying distributions from Part XII, line 4	8	250,780.

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.

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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	6,234.
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	6,234.
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	6,234.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,600.	
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	12,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,366.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 6,366. Refunded ☒	11	0.	

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► WILMINGTON TRUST COMPANY Telephone no. ► 302-651-1000
Located at ► 1100 N. MARKET STREET, WILMINGTON, DE ZIP+4 ► 19890-0900

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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? Yes No
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 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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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
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		41,153.	0.	0.

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

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

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

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors <i>(continued)</i>
------------------	--

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

[illegible]

Total number of others receiving over \$50,000 for professional services

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.

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

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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	5,341,412.
b	Average of monthly cash balances	1b	97,542.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,438,954.
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	5,438,954.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,584.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,357,370.
6	Minimum investment return. Enter 5% of line 5	6	267,869.

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	267,869.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,234.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,234.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	261,635.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	261,635.
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	261,635.

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	250,780.
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	250,780.
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	250,780.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				261,635.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			31,767.	
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: ▶ \$ 250,780.				
a Applied to 2013, but not more than line 2a			31,767.	
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				219,013.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				42,622.
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	0.			
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				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN CIVIL LIBERTIES UNION	NONE	PC	MASSACHUSETTS EDUCATION FUND	2,000.
AMERICAN INDIAN INSTITUTE, INC. BOZEMAN, MT 59715	NONE	PC	2013 ELDERS & YOUTH COUNCIL - TULE RIVER RESERVATION, CA	1,000.
AMERICAN RED CROSS KEENE, NH 03603	NONE	PC	KEENE, NH RIDES PROGRAM	1,000.
ARISE FOR SOCIAL JUSTICE SPRINGFIELD, MA 01105	NONE	PC	GENERAL OPERATIONS	1,000.
ASTRAEA LESBIAN FDN FOR JUSTICE NEW YORK, NY 10003	NONE	PC	GENERAL OPERATIONS	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	216,248.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	163,590.	
		14	11.	
		18	172,985.	
	0.		336,586.	0.

13 336,586

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

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

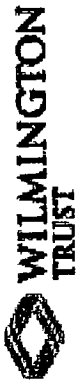
- | | | Yes | No |
|--|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| | 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		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No					
	Signature of officer or trustee <i>Katherine Burns</i>		Date <i>11/10/15</i>		Title OFFICER, WILM TRUST, TRUSTEE						
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date		Check ☐ if self-employed		PTIN		
	Firm's name ▶						Firm's EIN ▶				
	Firm's address ▶						Phone no.				



Investment Detail

Group Name: S AND D BABSON FDN

Across Account(s) Combine Principal and Income

As of December 31, 2014

Page 1

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Base Currency - U.S. Dollar										
Equity										
ABBVIE INC	1,575 0000	103,068 00	1 84	65 4400	22,150 95	14 0641	80,917 05	3,087 00		3 00
ACE LIMITED	750 0000	86,160 00	1 54	114 8800	64,792 13	86 3895	21,367 87	1,950 00		2 26
AIR PRODUCTS & CHEMICALS INC	450 0000	64,903 50	1 16	144 2300	39,896 65	88 6592	25,006 85	1,386 00		2 14
APPLE INC	1,295 0000	142,942 10	2 55	110 3800	76,174 67	58 8221	66,767 43	2,434 60		1 70
BB&T CORP COM	2,250 0000	87,502 50	1 56	38 8900	74,259 68	33 0043	13,242 82	2,160 00		2 47
BERKSHIRE HATHAWAY INC	1,125 0000	168,918 75	3 01	150 1500	35,497 14	31 5530	133,421 61	00		
DELAWARE CLASS B										
BIOGEN, INC	120 0000	40,734 00	.73	339 4500	43,394 90	361 6242	(2,660 90)	00		
CALIFORNIA RESOURCES CORP	170 0000	936 70	02	5 5100	1,382 33	8 1314	(445 63)	00		
CARDINAL HEALTH INC OM	1,000 0000	80,730 00	1 44	80 7300	42,022 50	42 0225	38,707 50	1,370 00		1 70
CHEVRON CORP	650 0000	72,917 00	1 30	112 1800	67,776 94	104 2722	5,140 06	2,782 00		3 82
COLGATE PALMOLIVE CO COM	1,225 0000	84,757 75	1 51	69 1900	42,287 00	34 5200	42,470 75	1,764 00		2 08
COSTCO WHOLESALE CORP COM	650 0000	92,137 50	1 64	141 7500	50,430 13	77 5848	41,707 37	923 00		1 00
CVS HEALTH CORPORATION	925 0000	89,086 75	1 59	96 3100	47,176 29	51 0014	41,910 46	1,295 00		1 45
DANAHER CORP COM	825 0000	70,710 75	1 26	85 7100	36,467 32	44 2028	34,243 43	330 00		47
WALT DISNEY CO	950 0000	89,480 50	1 60	94 1900	88,281 42	92 9278	1,199 08	1,092 50		1 22
DOMINION RESOURCES INC	1,000 0000	76,900 00	1 37	76 9000	50,640 50	50 6405	26,259 50	2,400 00		3 12
EMC CORP MASS COM	2,400 0000	71,376 00	1 27	29 7400	33,552 00	13 9800	37,824 00	1,104 00		1 55
EMERSON ELECTRIC COMPANY	2,300 0000	141,979 00	2 53	61 7300	61,918 75	26 9212	80,060 25	4,324 00		3 05
EXXON MOBIL CORP	1,050 0000	97,072 50	1 73	92 4500	63,107 00	60 1019	33,965 50	2,898 00		2 99
FASTENAL CO	500 0000	23,780 00	42	47 5600	25,933 25	51 8665	(2,153 25)	500 00		2 10
GENERAL ELECTRIC COMPANY	6,500 0000	164,255 00	2 93	25 2700	60,663 37	9 3328	103,591 63	5,980 00		3 64
GILEAD SCIENCES INC COM	400 0000	37,704 00	67	94 2600	43,629 00	109 0725	(5,925 00)	00		
GOOGLE INC	200 0000	106,132 00	1 89	530 6600	103,796 50	518 9825	2,335 50	00		
CLASS A										
HARBOR INTERNATIONAL FUND	4,247 3330	275,142 23	4 91	64 7800	275,000 00	64 7465	142 23	6,022 72		2 19
CLASS INSTITUTIONAL										
INTEL CORP COM	2,250 0000	81,652 50	1 46	36 2900	55,625 41	24 7224	26,027 09	2,025 00		2 48
JOHNSON & JOHNSON	1,600 0000	167,312 00	2 99	104 5700	30,250 00	18 9063	137,062 00	4,480 00		2 68
JPMORGAN CHASE & CO	1,500 0000	93,870 00	1 68	62 5800	46,338 75	30 8925	47,531 25	2,400 00		2 56
LOCKHEED MARTIN CORPORATION COM	550 0000	105,913 50	1 89	192 5700	58,903 36	107 0970	47,010 14	3,300 00		3 12
MASTERCARD INC	475 0000	40,926 00	.73	86 1600	41,292 94	86 9325	(366 94)	304 00		74
CLASS A										
MERCK & COMPANY INC	2,175 0000	123,518 25	2 20	56 7900	83,136 52	38 2237	40,381 73	3,915 00		3 17
METLIFE INCORPORATED	1,000 0000	54,090 00	97	54 0900	29,432 50	29 4325	24,657 50	1,400 00		2 59
NATIONAL OILWELL VARCO INC	550 0000	36,041 50	64	65 5300	34,223 44	62 2244	1,818 06	1,012 00		2 81



Group Name: S AND D BABSON FDN

Across Account(s) Combine Principal and Income
As of December 31, 2014

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
NORDSTROM INC COM	1,000 0000	79,390 00	1.42	79 3900	51,498 50	51 4985	27,891 50	1,320.00		1.66
OCCIDENTAL PETROLEUM CORP COMMON	425.0000	34,259 25	.61	80 6100	38,266 98	90 0400	(4,007 73)	1,224 00		3.57
OMNICOM GROUP INC COM	900 0000	69,723 00	1.24	77 4700	34,649 73	38 4997	35,073 27	1,800 00		2.58
PEPSICO INC COM	1,700 0000	160,752 00	2.87	94 5600	57,612 49	33 8897	103,139 51	4,454 00		2.77
PPL CORP COM	1,500 0000	54,495 00	.97	36 3300	43,387 20	28 9248	11,107 80	2,235 00		4.10
PRAXAIR INC COM	800 0000	103,648 00	1.85	129 5600	49,763 44	62 2043	53,884 56	2,080 00		2.01
PRICELINE COM INCORPORATED	35 0000	39,907 35	.71	1,140 2100	38,854 29	1,110 1226	1,053.06	00		
PROCTER & GAMBLE CO COM	700 0000	63,763 00	1.14	91 0900	11,958 75	17 0839	51,804 25	1,801 80		2.83
QUALCOMM INC COM	725 0000	53,889 25	.96	74 3300	36,838 56	50 8118	17,050 69	1,218 00		2.26
REGENERON PHARMACEUTICALS INC	100 0000	41,025 00	.73	410.2500	43,165 25	431 6525	(2,140 25)	00		
SCHLUMBERGER LTD	1,000 0000	85,410 00	1.52	85 4100	40,049 90	40 0499	45,360 10	1,600 00		1.87
SIMON PROPERTY GROUP INC	425.0000	77,396 75	1.38	182 1100	64,653 76	152 1265	12,742 99	2,210 00		2.86
REAL ESTATE INVESTMENT TRUST										
T ROWE PRICE GROUP INC COMMON	850 0000	72,981 00	1.30	85 8600	44,869 63	52 7878	28,111 37	1,496 00		2.05
TARGET CORP COM	1,000 0000	75,910.00	1.35	75 9100	51,262.40	51 2624	24,647.60	2,080 00		2.74
THE TRAVELERS COMPANIES INC	700 0000	74,095 00	1.32	105 8500	55,942.53	79 9179	18,152.47	1,540.00		2.08
U S BANCORP DEL COM NEW	2,800 0000	125,860 00	2.25	44 9500	94,815 00	33 8625	31,045 00	2,744 00		2.18
UNION PACIFIC CORP COM	600 0000	71,478 00	1.28	119 1300	33,705 75	56 1763	37,772 25	1,200 00		1.68
UNITED PARCEL SERVICE CL B	350 0000	38,909 50	.69	111 1700	28,899 89	82 5711	10,009 61	938 00		2.41
UNITED TECHNOLOGIES CORP COM	800.0000	92,000 00	1.64	115 0000	40,441 44	50 5518	51,558 56	1,888 00		2.05
VANGUARD	646 0000	75,362 36	1.35	116 6600	75,253 19	116 4910	109 17	1,080 76		1.43
SMALL-CAP ETF										
VERIZON COMMUNICATIONS COM	512 0000	23,951 36	.43	46 7800	23,918 08	46 7150	33 28	1,126 40		4.70
VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	1,063.0000	36,322 71	.65	34 1700	52,753 90	49 6274	(16,431 19)	1,915 53		5.27
WELLS FARGO ADVANTAGE EMERGING MARKETS FUND CLASS INSTITUTIONAL	3,449 8620	71,481 14	1.28	20 7200	75,000 00	21 7400	(3,518 86)	855.57		1.20
ZOETIS INC	119 0000	5,120 57	.09	43 0300	3,508 50	29 4832	1,612 07	39 51		7.77
ITAL Equity	64,857.1950	4,599,780.52	82.10		2,920,502.50		1,679,278.02	99,485.39		
Fixed Income										
FEDERATED ULTRA SHORT BOND FUND CLASS INSTITUTIONAL	5,434 7830	49,619 57	.89	9 1300	50,000 00	9 2000	(380 43)	548 91		1.11 1.22
METWEST TOTAL RETURN BOND FUND CLASS INSTITUTIONAL	16,076 4000	175,232 76	3.13	10 9000	174,431 71	10 8502	801 05	3,986 95		2.28 1.57



Investment Detail

Group Name: S AND D BABSON FDN

Across Account(s) Combine Principal and Income
As of December 31, 2014

Page 3

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND I	22,324.0810	195,335.71	3.49	8.7500	200,000.00	8.9589	(4,664.29)	8,594.77	4.40	4.57
ITAL Fixed Income	43,835.2640	420,188.04	7.50		424,431.71		(4,243.67)	13,130.63		
Inflation Hedges										
CREDIT SUISSE COMMODITY RETURN STRATEGY FUND CLASS INSTITUTIONAL	7,987.2200	48,003.19	86	6.0100	50,000.00	6.2600	(1,996.81)	00		
SPDR DOW JONES INTERNATIONAL REAL ESTATE ETF	1,000.0000	41,570.00	74	41.5700	41,793.50	41.7935	(223.50)	1,424.00	3.43	
ITAL Inflation Hedges	8,987.2200	89,573.19	1.60		91,793.50		(2,220.31)	1,424.00		
Hedged Strategies										
ABSOLUTE STRATEGIES FUND INSTITUTIONAL CLASS	23,408.2630	259,597.64	4.63	11.0900	258,653.26	11.0497	944.38	00		
AQR MANAGED FUTURES STRATEGY FUND CLASS INSTITUTIONAL	10,588.6040	112,536.86	2.01	10.6300	106,031.64	10.0138	6,525.22	00		
GATEWAY FUND CLASS Y	2,545.8250	75,280.05	1.34	29.5700	75,000.00	29.4600	280.05	1,158.35	1.54	
ITAL Hedged Strategies	36,542.6920	447,434.55	7.99		439,684.90		7,749.65	1,158.35		
Cash & Currency										
US DOLLAR CURRENCY	856.3200	856.32	02	1.0000	856.32	1.0000	00	00		



Investment Detail

Group Name: S AND D BABSON FDN

Across Account(s) Combine Principal and Income
As of December 31, 2014

Page 4

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
WILMINGTON TAX EXEMPT MONEY MARKET FUND CLASS SELECT	44,820.9500	44,820.95	80	1 0000	44,820.95	1 0000	.00	4.39		.01
TOTAL Cash & Currency	45,677.2700	45,677.27	.82		45,677.27		.00	4.39		
TOTAL Base Currency - U.S. Dollar	199,899.6410	5,602,653.57	100.00		3,922,089.88		1,680,563.69	115,202.76		

Unknown

Incomplete

Period end market value is unavailable Last provided value is displayed

* Only investments held as of the specified date appear on this report ***

SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

04-6782460

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
BAGLY, INC. BOSTON, MA 02108	NONE	PC	GENERAL OPERATIONS	10,000.
BIKES NOT BOMBS JAMAICA PLAIN, MA 02130	NONE	PC	GENERAL OPERATIONS	1,000.
BLUE OCEAN INSTITUTE COLD SPRING HARBOR, NY 11724	NONE	PC	FURTHER PUBLIC DIALOGUE IN ENV. AND CONSERVATION ISSUES IN THE U.S. AND ABROAD	1,000.
BOSTON FOUNDATION BOSTON, MA 02116	NONE	PC	GENERAL OPERATIONS	2,000.
BOSTON GAY MEN'S CHORUS BOSTON, MA 02116	NONE	PC	GENERAL OPERATIONS	4,000.
BRATTLEBORO MUSEUM & ART CENTER BRATTLEBORO, VT 05301	NONE	PC	GENERAL OPERATIONS	2,562.
CAREER COLLABORATIVE, INC. BOSTON, MA 2110	NONE	PC	ENDING POVERTY THROUGH JOBS AND POST EMPLOYMENT MENTORING	2,000.
CROSSING THE WATERS INSTITUTE FOR CULTURAL EXCHANGE AMHERST, MA	NONE	PC	GENERAL OPERATIONS	2,000.
DAISY ALLIANCE ATLANTA, GA 30328	NONE	PC	GENERAL OPERATIONS	1,000.
DALLAS FOUNDATION DALLAS, TX 75202	NONE	PC	FOR THE TOMMY TRANCHIN FUND	2,000.
Total from continuation sheets				210,248.

**SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070**

04-6782460

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
ECOLOGIC DEVELOPMENT FUND CAMBRIDGE, MA 02138-3605	NONE	PC	GENERAL OPERATIONS	1,000.
ECOVILLAGE NETWORK OF THE AMERICAS	NONE	PC	GENERAL OPERATIONS	1,000.
EX-PRISONERS & PRISONERS ORGANIZING WORCESTER, MA 01610	NONE	PC	SAFETY AND HEALING FOR DOMESTIC VIOLENCE SURVIVORS	1,000.
FEATHERSTONE CENTER FOR THE ARTS OAK BLUFFS, MA 2557	NONE	PC	GENERAL OPERATIONS	1,000.
FENWAY COMMUNITY HEALTH CENTER BOSTON, MA 02115	NONE	PC	GENERAL OPERATIONS	4,500.
FIRST NATIONS DEVELOPMENT INSTITUTE LONGMONT, CO 80501	NONE	PC	NATIVE YOUTH AND CULTURE	2,000.
FORESDALE FOREST HILLS, NY 11375	NONE	PC	KHANUMAKWST NSAYKA CHXI-TILIXAM WAWA: OUR YOUTH TALK TOGETHER	1,000.
FRANKLIN PIERCE UNIVERSITY RINDGE, NH 03461	NONE	PC	JAFFREY-RINDGE CAMP QUEST	1,000.
GAY MEN'S DOMESTIC VIOLENCE PROJECT CAMBRIDGE, MA 02139	NONE	PC	GENERAL OPERATIONS	4,500.
GEDAKINA, INC. AMHERST, MA 01004	NONE	PC	KEEPERS OF THE EARTH	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
GIFT OF ADOPTION	NONE	PC	ADOPTION ASSISTANCE	3,000.
GLAD BOSTON, MA 02108	NONE	PC	GENERAL OPERATIONS	2,062.
HALEY HOUSE BOSTON, MA 02116	NONE	PC	CAS ARTS ALIVE! CHORUS PROGRAM	1,000.
HARLEM EDUCATIONAL ACTIVITIES FUND NEW YORK, NY 10027	NONE	PC	YOUTH DEVELOPMENT AND LEADERSHIP	1,562.
HELEN KELLER INTERNATIONAL NEW YORK, NY 10168	NONE	PC	PREVENTING BLINDNESS AND REDUCING MALNUTRITION	1,000.
HITCHCOCK CENTER FOR ENVIRONMENT AMHERST, MA 01002	NONE	PC	GENERAL OPERATIONS	2,000.
HOMEWORK HOUSE, INC. HOLYOKE, MA 01040	NONE	PC	BUILDING CHARACTER AND CAPACITY IN POOR HOLYOKE NEIGHBORHOODS	1,562.
HOPE STONE, INC. HOUSTON, TX 77019	NONE	PC	NEW ORLEANS ARTS EDUCATION FOR AT-RISK CHILDREN	1,000.
HUMAN RIGHTS WATCH NEW YORK, NY 10118	NONE	PC	CHILDREN'S RIGHTS PROGRAM	10,000.
INTERNATIONAL RESCUE COMMITTEE-NY NEW YORK, NY 10018	NONE	PC	PSYCHOSOCIAL SUPPORT FOR NEW AMERICANS	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
JAFFREY-RINDGE COOPERATIVE SCHOOL	NONE	PC	DESTINATION IMAGINATION	1,000.
JUVENILE LAW CENTER PHILADELPHIA, PA 19107	NONE	PC	GENERAL OPERATIONS	1,000.
LA PINATA - THE LATIN AMERICAN	NONE	PC	LA PINANTA PERFORMING TROUPE	2,000.
LET'S GET READY - BOSTON BOSTON, MA 02111	NONE	PC	GENERAL OPERATIONS	2,000.
MASS EQUALITY FOUNDATION BOSTON, MA 02108	NONE	PC	GENERAL OPERATIONS	2,500.
MASS HUMANITIES NORTHAMPTON, MA 01002	NONE	PC	READING FREDERICK DOUGLAS	1,000.
MASSACHUSETTS ADOPTION RESOURCE	NONE	PC	GENERAL OPERATIONS	4,000.
MASSACHUSETTS PEACE ACTION CAMBRIDGE, MA 02138-3605	NONE	PC	NEW DEVELOPMENT INITIATIVES	5,000.
MEENAKSHI FOUNDATION GREAT BARRINGTON, MA 01230-0014	NONE	PC	GENERAL OPERATIONS	10,000.
MIRIAM'S KITCHEN WASHINGTON, DC 20037	NONE	PC	GENERAL OPERATIONS	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
MOTHERS FOR JUSTICE AND EQUALITY ROXBURY, MA 02119	NONE	PC	CIVIL ENGAGEMENT AND EDUCATION	2,000.
NATIONAL PRIORITIES PROJECT NORTHAMPTON, MA 01060	NONE	PC	GENERAL OPERATIONS	1,000.
NATIONAL RESOURCES DEFENSE COUNCIL NEW YORK, NY 10011	NONE	PC	INTERNATIONAL ISSUES AND BIOGEMS	2,000.
NATIONAL RESOURCES DEFENSE COUNCIL NEW YORK, NY 10011	NONE	PC	LA ONDA VERDE - LATINO OUTREACH AND ADVOCACY	10,000.
NATIVE AMERICAN COMMUNITY BOARD LAKE ANDRES, SD 57356	NONE	PC	YANKERTON SIOUX LANGUAGE AND HERITAGE PRESERVATION PROGRAMS	2,000.
NEWTON WELLESLEY WESTON COMMITTEE NEWTON CENTRE, MA 02459	NONE	PC	GENERAL OPERATIONS OF THE PAUL T. BABSON II JUBLILEE HOUSE	10,000.
NIPPONZAN MYOHOJI USA	NONE	PC	NEW DEVELOPMENT INITIATIVES	5,000.
NONVIOLENT PEACEFORCE MINNEAPOLIS, MN 55403	NONE	PC	GENERAL OPERATIONS	1,000.
OUTRIGHT VERMONT BURLINGTON, VT 05401	NONE	PC	GENERAL OPERATIONS	1,000.
PARK THEATRE RESTORATION PROJECT JAFFREY, NH 03452-0257	NONE	PC	GENERAL OPERATIONS	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
PEACE ACTION EDUCATION FUND SILVER SPRINGS, MD 20910	NONE	PC	GENERAL OPERATIONS	2,000.
PEACE FIRST BOSTON, MA 02210	NONE	PC	PROGRAM WORK FOR 2013-2014	1,000.
PERFORMANCE PROJECT SPRINGFIELD, MA 01103	NONE	PC	GENERAL OPERATIONS	1,000.
PERKINS SCHOOL FOR THE BLIND WATERTOWN, MA 02472	NONE	PC	CAMP ABILITIES BOSTON	5,000.
POINT FOUNDATION LOS ANGELES, CA 90060-0108	NONE	PC	GENERAL OPERATIONS	10,000.
POSSIBILITY PROJECT NEW YORK, NY 10001	NONE	PC	GENERAL OPERATIONS	2,000.
PROVIDENCE CITY ARTS FOR YOUTH PROVIDENCE, RI 02907	NONE	PC	GENERAL OPERATIONS	3,000.
REACH BEYOND DOMESTIC VIOLENCE WALTHAM, MA 02454	NONE	PC	CHILD AND THE ADOLESCENT THERAPY PROGRAM	3,000.
SHARE OUR STRENGTH BALTIMORE, MD 21275-5475	NONE	PC	GENERAL OPERATIONS	3,000.
SHELTER FROM THE STORM JAFFREY, NH 03452-0257	NONE	PC	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

**SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070**

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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
SIRIUS COMMUNITY SHUTESBURY, MA 01072	NONE	PC	GENERAL OPERATIONS	1,000.
SOUTH BRONX UNITED SOCCER CLUB BRONX, NY 10451	NONE	PC	GENERAL OPERATIONS	1,000.
SPAULDING REHAB HOSPITALS BOSTON, MA 02129	NONE	PC	GENERAL OPERATIONS	5,000.
SPONTANEOUS CELEBRATIONS, INC. JAMAICA PLAIN, MA 02130	NONE	PC	FOR THE BEANTOWN SOCIETY	1,000.
THE ONE FUND BOSTON, INC. BOSTON, MA 02199	NONE	PC	GENERAL OPERATIONS	5,000.
THE RIVER CENTER: FAMILY & COMMUNITY	NONE	PC	EMPLOYMENT RESOURCE CENTER - JOB SEARCH AND INTERVIEW ASSISTANCE	1,000.
THE WINSOR SCHOOL BOSTON, MA 02215	NONE	PC	GENERAL OPERATIONS	1,000.
UNITED NATIONS ASSOCIATION OF GREATER BOSTON	NONE	PC	MODEL UNITED NATIONS FOR URBAN SCHOOLS	2,000.
UNIVERSITY OF VIRGINIA CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT FOR LGB CENTER	10,000.
VETERANS EDUCATION PROJECT AMHERST, MA 01004	NONE	PC	UNLEARNING THE LANGUAGE OF VIOLENCE: PREVENTION AND EDUCATON PROGRAMMING FOR AT-RISK TEENAGERS	1,000.
Total from continuation sheets				

SUSAN A & DONALD P BABSON FOUNDATION
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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
WHITE EARTH LAND RECOVERY PROJECT CALLAWAY, MN 56521	NONE	PC	GENERAL OPERATIONS	2,000.
WOMEN'S EDUCATION CENTER CAMBRIDGE, MA 02139	NONE	PC	HEALING EMPOWERMENT THROUGH ARTS LEARNING PROGRAM	2,000.
WOMEN'S REFUGEE COMMISSION NEW YORK, NY 10168	NONE	PC	GENERAL OPERATIONS	5,000.
WOOLLY MAMMOTH THEATRE COMPANY WASHINGTON, DC 20004	NONE	PC	AUDIENCE ACCESSIBILITY PROGRAMS	1,000.
YOUTH ACTION COALITION AMHERST, MA 01004	NONE	PC	ARTS FOR CHANGE	1,000.
Total from continuation sheets				

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	
INTEREST/DIVIDENDS	166,925.	3,335.	163,590.	163,590.		
TO PART I, LINE 4	166,925.	3,335.	163,590.	163,590.		

FORM 990-PF	OTHER INCOME				STATEMENT	2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
TAX EXEMPT INCOME		11.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11		11.	0.			

FORM 990-PF	LEGAL FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
MA AG FILING FEE	70.	0.		70.		
TO FM 990-PF, PG 1, LN 16A	70.	0.		70.		

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
MEMBERSHIP DUES	0.	0.		0.		
MANAGEMENT FEES TO GMA FOUNDATIONS	17,040.	0.		17,040.		
TO FORM 990-PF, PG 1, LN 16C	17,040.	0.		17,040.		

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAYMENTS	670.	670.			0.
2013 EXCISE TAX BALANCE DUE	11,151.	0.			0.
2014 ESTIMATED TAX DUE	12,600.	0.			0.
TO FORM 990-PF, PG 1, LN 18	24,421.	670.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE AND PRINTING	111.	0.			111.
WEBSITE EXPENSE	216.	0.			216.
MEETING EXPENSE	134.	0.			134.
TO FORM 990-PF, PG 1, LN 23	461.	0.			461.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
			2,920,503.	4,599,781.
TOTAL TO FORM 990-PF, PART II, LINE 10B			2,920,503.	4,599,781.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
	424,432.	420,188.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	424,432.	420,188.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	531,478.	537,008.
TOTAL TO FORM 990-PF, PART II, LINE 13		531,478.	537,008.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NEWELL FLATHER C/O GMA FOUNDATION 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110-1006	TRUSTEE 1.00	5,000.	0.	0.
WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	36,153.	0.	0.
DEBORAH BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
AVERILL BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.

SUSAN A & DONALD P BABSON FOUNDATION C/O

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JAMES A. BABSON TRUSTEE
C/O 1100 NORTH MARKET STREET 1.00
WILMINGTON, DE 19890-0900

0. 0. 0.

RICHARD L. BABSON TRUSTEE
C/O 1100 NORTH MARKET STREET 1.00
WILMINGTON, DE 19890-0900

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

41,153. 0. 0.