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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation
ZANE A THOMPSON CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 55806

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02205-5806

A Employer identification number
04-7025203

B Telephone number (see instructions)
617-482-5270

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) Accounting method. Cash Accrual Other (specify) _____
16) \$ 1,196,398. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	29,844.	29,665.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	59,240.			
b	Gross sales price for all assets on line 6a	190,678.			
7	Capital gain net income (from Part IV, line 2)		62,051.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total Add lines 1 through 11	89,084.	91,716.		
13	Compensation of officers, directors, trustees, etc.	15,438.	15,438.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	350.	774.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,290.			1,290.
24	Total operating and administrative expenses. Add lines 13 through 23.	17,078.	16,212.		1,290.
25	Contributions, gifts, grants paid	58,632.			58,632.
26	Total expenses and disbursements Add lines 24 and 25	75,710.	16,212.		59,922.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	13,374.			
b	Net investment income (if negative, enter -0-)		75,504.		
c	Adjusted net income (if negative, enter -0-)				

ENVELOPE
POSTMARK DATE MAY 14 2015

SCANNED MAY 22 2015

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Handwritten initials/signature

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		-19,544.	-19,544.
	2	Savings and temporary cash investments	5,091.	53,646.	53,646.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule) STMT 3	297,261.	293,591.	343,203.
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 4	746,943.	733,081.	819,093.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,049,295.	1,060,774.	1,196,398.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,049,295.	1,060,774.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,049,295.	1,060,774.		
31	Total liabilities and net assets/fund balances (see instructions)	1,049,295.	1,060,774.		

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)	1,049,295.
2	Enter amount from Part I, line 27a	13,374.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	1,062,669.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	1,895.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,060,774.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 190,678.		128,627.	62,051.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			62,051.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2		62,051.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	57,873.	1,203,525.	0.048086
2012	83,365.	1,165,751.	0.071512
2011	23,175.	1,201,581.	0.019287
2010	23,613.	1,110,490.	0.021264
2009	15,917.	526,664.	0.030222
2 Total of line 1, column (d)			0.190371
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			0.038074
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			1,226,173.
5 Multiply line 4 by line 3			46,685.
6 Enter 1% of net investment income (1% of Part I, line 27b)			755.
7 Add lines 5 and 6			47,440.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			59,922.

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

Table with 11 rows and 2 columns. Rows include: 1a Exempt operating foundations... 755.; 2 Tax under section 511... 2; 3 Add lines 1 and 2... 755.; 4 Subtitle A (income) tax... NONE; 5 Tax based on investment income... 755.; 6 Credits/Payments: 6a 2014 estimated tax payments... 256.; 6b Exempt foreign organizations... NONE; 6c Tax paid with application... NONE; 6d Backup withholding... NONE; 7 Total credits and payments... 256.; 8 Enter any penalty... 8; 9 Tax due... 499.; 10 Overpayment... 10; 11 Enter the amount of line 10 to be Credited to 2015 estimated tax... NONE Refunded 11

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... X; 1b Did it spend more than \$100 during the year... X; 1c Did the foundation file Form 1120-POL for this year? X; 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? X; 3 Has the foundation made any changes, not previously reported to the IRS... X; 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? X; 4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A; 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? X; 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... X; 7 Did the foundation have at least \$5,000 in assets at any time during the year? X; 8a Enter the states to which the foundation reports or with which it is registered (see instructions) MA; 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X; 9 Is the foundation claiming status as a private operating foundation... X; 10 Did any persons become substantial contributors during the tax year? X

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 N/A 13 X
14 The books are in care of FIDUCIARY TRUST COMPANY Telephone no (617) 482-5270 Located at 175 FEDERAL STREET, BOSTON, MA ZIP+4 02110
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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)? 1b N/A
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 X
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) 2b X
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 X
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b X

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

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 5b N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *N/A* Yes No 6b X

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No 7b N/A

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIDUCIARY TRUST COMPANY 175 FEDERAL STREET, BOSTON, MA 02110	TRUSTEE	15,438.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 Yes No NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,244,846.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,244,846.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,244,846.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	18,673.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,226,173.
6	Minimum investment return. Enter 5% of line 5	6	61,309.

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	61,309.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	755.
2b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	755.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	60,554.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	60,554.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	60,554.

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	59,922.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	59,922.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	755.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	59,167.

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				60,554.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			59,922.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>59,922.</u>				
a Applied to 2013, but not more than line 2a			59,922.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				60,554.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: Tax year (a) 2014, Prior 3 years (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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).

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNIVERSITY OF MAINE FOUNDATION ATT: KEVIN J. TWO ALUMNI PLACE ORONO ME 04469-5792	NONE	PC	GENERAL PURPOSES	19,544.
PRESIDENT AND FELLOWS OF HARVARD HARVARD COLL 124 MOUNT AUBURN ST CAMBRIDGE MA 02138	NONE	PC	GENERAL PURPOSES	19,544.
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY EDWARD MACMAHON/DIRECTOR OF DEVELOP BOSTON M	NONE	PC	GENERAL PURPOSES	9,772.
BOSTON ATHENAEUM HUGH H. MCCALL/DIR. OF FINAN 10 1/2 BEACON STREET BOSTON MA 02108	NONE	PC	GENERAL PURPOSES	9,772.
Total				3a 58,632.
b Approved for future payment				
Total				3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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. BY: [Signature] 5/13/2015 Vice President

Paid Preparer Use Only Print/Type preparer's name: MARK SPENCER, Preparer's signature: [Signature], Date: 05/13/2015, Check self-employed if PTIN: P00709770, Firm's name: FIDUCIARY TRUST COMPANY, Firm's EIN: 04-1309690, Firm's address: P.O. BOX 55806 BOSTON, MA, Phone no: 617-482-5270

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX	350.	
FOREIGN TAX ON DIVS		774.
	-----	-----
TOTALS	350.	774.
	=====	=====

ZANE A THOMPSON CHARITABLE TRUST

04-7025203

FORM 990PF, PART I - OTHER EXPENSES

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

FILING FEE
TAX PREPARATION FEE

35.
1,255.

35.
1,255.

TOTALS

1,290.

1,290.

04-7025203
ZANE A THOMPSON CHARITABLE TRUST

Form 990-PF, Part II - Balance Sheet

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
CASH/CASH EQUIVALENTS					
53646.21	DREYFUS GOVT CASH MANAGEMENT-INSTL SHS	53,646.21	53,646.21	53,646.21	5.37
EQUITIES/COMMON STOCK - STATEMENT 3					
350.00	ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	36,592.95	36,572.86	36,813.00	344.75
600.00	ISHARES CORE S&P 500 ETF	78,516.00	80,778.58	124,122.00	2,269.80
2000.00	ISHARES GOLD TRUST	23,397.40	23,397.40	22,880.00	
350.00	PIMCO ENHANCED SHORT MATURITY ETF	35,493.98	35,512.72	35,371.00	250.95
1200.00	TORTOISE MLP FUND	28,137.96	28,137.96	33,516.00	2,022.00
1300.00	VANGUARD MSCI EMERGING MARKETS INDEX ETF	58,481.90	58,481.90	52,026.00	1,485.90
475.00	VANGUARD REIT INDEX ETF	30,709.53	30,709.53	38,475.00	1,386.53
TOTAL EQUITIES/COMMON STOCK		291,329.72	293,590.95	343,203.00	7,759.93
MUTUAL FUND INVESTMENTS - STATEMENT 4					
2235.82	ABSOLUTE STRATEGIES FUND INST'L	24,615.96	23,882.90	24,795.24	6.71
2169.989	ALLIANZGI NFJ INTL VALUE INST'L	41,343.98	40,804.65	46,567.96	1,360.58
4881.406	ASPEN MANAGED FUTURES STRATEGY FUND I	46,254.90	46,269.20	48,960.50	0.00
2731.254	BUFFALO INTERNATIONAL	30,000.00	30,000.00	31,245.55	166.61
2763.379	DIAMOND HILL LARGE CAP FUND CL Y	38,378.11	38,238.75	63,115.58	657.68
778.059	DREYFUS INTERNATIONAL BOND I	12,716.24	13,014.44	12,705.70	259.87
3056.724	FRANKLIN INT'L SMALL CAP GROWTH ADV	48,427.42	47,452.84	55,204.44	1,014.83
3146.741	HIGHLAND LONG/SHORT EQUITY FUND	36,060.35	36,035.31	37,949.70	0.00
5580.553	LATEEF FUND CL I	52,084.85	52,084.85	79,020.63	297.95
2612.432	MAINSTAY MARKETFIELD FUND I	45,000.00	45,000.00	42,425.90	5.52

BOOK VALUE ASSET STATEMENT

AS OF 12/31/14

PAGE 2

ACCOUNT NO. 90628700

04-7025203

ZANE A THOMPSON CHARITABLE TRUST

Form 990-Pf, Part II - Balance Sheet

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
MUTUAL FUND INVESTMENTS (CONT.) - STATEMENT 4					
1173.129	MATTHEWS PACIFIC TIGER FUND - INSTL	28,635.64	28,635.64	31,158.31	209.99
2313.161	MERGER FUND CL I	36,785.78	36,970.20	36,039.05	816.55
6766.164	MT LUCAS US FOCUSED EQUITY FUND I	55,839.58	54,966.38	66,782.04	2,368.16
8511.625	TEMPLETON GLOBAL BOND FUND ADVISOR CL	112,104.34	108,867.80	105,629.27	3,600.42
2902.518	THOMAS WHITE INTERNATIONAL FUND CL I	48,440.81	48,440.80	46,701.51	882.37
1482.666	THORNBURG INTL VALUE FUND I	37,197.85	36,866.12	40,639.88	641.99
2114.949	VANGUARD LTD TERM TAX-EXEMPT ADMIRAL SHS	23,349.04	23,348.07	23,349.04	380.72
743.37	VULCAN VALUE PARTNERS SMALL CAP	13,315.83	13,315.83	13,261.72	78.05
609.968	WALTHAUSEN SMALL CAP VALUE FUND	9,508.39	8,887.55	13,541.29	0.00
TOTAL MUTUAL FUND INVESTMENTS		740,059.07	733,081.33	819,093.31	12,747.99
TOTAL INVESTMENTS		1,085,035.00	1,080,318.49	1,215,942.52	
	PRINCIPAL CASH	19,544.00-	19,544.00-	19,544.00-	
	PRINCIPAL CASH RECEIVABLES	0.00	0.00	0.00	
	PRINCIPAL CASH PAYABLES	0.00	0.00	0.00	
GRAND TOTAL		1,065,491.00	1,060,774.49	1,196,398.52	20,513.28
	INCOME CASH				0.00
	INCOME CASH RECEIVABLES				0.00
	INCOME CASH PAYABLES				0.00

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
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DESCRIPTION -----	AMOUNT -----
REIT BK VALUE ADJUSTMENT	1,894.
ROUNDING	1.

TOTAL	1,895.
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