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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation THORNTON ARTHUR E TR U/W 2		A Employer identification number 06-6445132
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 1802		B Telephone number (see instructions) 888-866-3275
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,194,086.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	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	108,761	104,088		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	742,092			
	b Gross sales price for all assets on line 6a	4,101,249			
	7 Capital gain net income (from Part IV, line 2)		742,092		
	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)	101	21		STMT 2	
12 Total. Add lines 1 through 11	850,954	846,201			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	47,215	28,329		18,886
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	350	NONE	NONE	350
	b Accounting fees (attach schedule) STMT 4	1,250	NONE	NONE	1,250
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	3,690	3,690		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	774	623		774
	24 Total operating and administrative expenses. Add lines 13 through 23.	53,279	32,642	NONE	21,260
	25 Contributions, gifts, grants paid	243,981			243,981
26 Total expenses and disbursements. Add lines 24 and 25.	297,260	32,642	NONE	265,241	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	553,694				
b Net investment income (if negative, enter -0-)		813,559			
c Adjusted net income (if negative, enter -0-)					

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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			
	2 Savings and temporary cash investments	200,862.	206,062.	206,062.
	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	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)	49,980.	49,980.	51,832.
	b Investments - corporate stock (attach schedule)	4,058,057.	4,680,009.	4,936,192.
	c Investments - corporate bonds (attach schedule)	49,875.		
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
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)	4,358,774.	4,936,051.	5,194,086.	
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 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	4,358,774.	4,936,051.	
	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)	4,358,774.	4,936,051.		
31 Total liabilities and net assets/fund balances (see instructions)	4,358,774.	4,936,051.		

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	4,358,774.
2 Enter amount from Part I, line 27a	2	553,694.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	29,568.
4 Add lines 1, 2, and 3	4	4,942,036.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	5,985.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,936,051.

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 OTHER GAINS AND LOSSES			
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 3,031,227.		2,277,423.	753,804.
b 1,070,022.		1,081,734.	-11,712.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			753,804.
b			-11,712.
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	742,092.
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.

(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	231,077.	4,879,023.	0.047361
2012	208,665.	4,513,389.	0.046232
2011	216,615.	4,481,875.	0.048331
2010	166,557.	4,239,674.	0.039285
2009	147,606.	3,826,182.	0.038578

2 Total of line 1, column (d)	2	0.219787
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043957
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,142,526.
5 Multiply line 4 by line 3	5	226,050.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,136.
7 Add lines 5 and 6	7	234,186.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	265,241.



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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount due is 5,856.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, unrelated business income, and substantial contributors. Most 'No' boxes are checked (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 <input type="checkbox"/> N/A	13	X	
14	The books are in care of <input type="checkbox"/> US TRUST FIDUCIARY TAX SERVICES Telephone no. <input type="checkbox"/> (888) 866-3275 Located at <input type="checkbox"/> P.O. BOX 1802, PROVIDENCE, RI ZIP+4 <input type="checkbox"/> 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 <input type="checkbox"/>	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? If "Yes," list the years <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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
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
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
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
BANK OF AMERICA, N.A. PO BOX 1802, PROVIDENCE, RI 02901	TRUSTEE 1	47,215.	-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 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	5,084,451.
b	Average of monthly cash balances	1b	136,388.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,220,839.
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	5,220,839.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	78,313.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,142,526.
6	Minimum investment return. Enter 5% of line 5	6	257,126.

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	257,126.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	8,136.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,136.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	248,990.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	248,990.
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	248,990.

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	265,241.
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	265,241.
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	8,136.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	257,105.

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				248,990.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			60,982.	
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>265,241.</u>				
a Applied to 2013, but not more than line 2a			60,982.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				204,259.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	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				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				44,731.
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, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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. 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:

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				
CT SCHOLARSHIP FUND 221 LANE HALL LEWISTON ME 04240-0000	N/A	PC	UNRESTRICTED GENERAL SUPPORT	9,759.
CONN JUNIOR REPUBLIC ASSOC INC PO BOX 161 LITCHFIELD CT 06759-0161	N/A	PC	UNRESTRICTED GENERAL SUPPORT	9,759.
CONN CHILDREN'S MEDICAL CENTER 282 WASHINGTON ST HARTFORD CT 06106-3322	N/A	PC	UNRESTRICTED GENERAL SUPPORT	29,278.
BOYS CLUB OF NEW BRITAIN ATTN TODD CZUPRINSKI 150 WASHINGTON ST NEW BRITAIN CT 06051-1828	N/A	PC	UNRESTRICTED GENERAL SUPPORT	19,518.
COMM CHEST NEW BRITAIN & BERLIN 74A VINE ST NEW BRITAIN CT 06052-1409	N/A	PC	UNRESTRICTED GENERAL SUPPORT	29,278.
CT INSTITUTE FOR THE BLIND 120 HOLCOMB ST HARTFORD CT 06112-1529	N/A	PC	UNRESTRICTED GENERAL SUPPORT	29,278.
KLINGBERG COMPRHSVE PROGRAM SVCS 370 LINWOOD ST NEW BRITAIN CT 06052-1949	N/A	PC	UNRESTRICTED GENERAL SUPPORT	29,278.
FIRST ECCLESIASTICAL SOC NB 830 CORBIN AVE NEW BRITAIN CT 06052-1255	N/A	PC	UNRESTRICTED GENERAL SUPPORT	48,796.
ARTHUR THORNTON TRUST U/A 1 200 GLASTONBURY BLVD MSC CT2 GLASTONBURY CT	N/A	PF	UNRESTRICTED GENERAL SUPPORT	29,278.
THE SALVATION ARMY 440 W NYACK RD WEST NYACK NY 10994-1739	N/A	PC	UNRESTRICTED GENERAL SUPPORT	9,759.
Total				243,981.
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... [] Yes [X] No

b If "Yes," complete the following schedule.

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

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.

Sign Here

Signature of officer or trustee: BANK OF AMERICA, N.A.

Date: 04/01/2015

Title: SENIOR V. P.

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

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,632.	1,632.
FOREIGN DIVIDENDS	21,032.	21,032.
NONDIVIDEND DISTRIBUTIONS	5,256.	
DOMESTIC DIVIDENDS	30,947.	30,947.
OTHER INTEREST	12,493.	12,493.
FOREIGN INTEREST	492.	492.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	4,045.	4,045.
NON-TAXABLE FOREIGN INCOME	-583.	
NONDISTRIBUTIVE DIVIDENDS	660.	660.
NONQUALIFIED FOREIGN DIVIDENDS	6,758.	6,758.
NONQUALIFIED DOMESTIC DIVIDENDS	26,029.	26,029.
TOTAL	108,761.	104,088.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION

REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND PARTNERSHIP INCOME	21.
101.	-----
-----	21.
101.	-----
=====	=====

TOTALS



FORM 990PF, PART I - LEGAL FEES
=====

REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
350.			350.
-----	-----	-----	-----
350.	NONE	NONE	350.
=====	=====	=====	=====

TOTALS

LEGAL FEES - CHARITABLE

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,388.	3,388.
FOREIGN TAXES ON QUALIFIED FOR	236.	236.
FOREIGN TAXES ON NONQUALIFIED	66.	66.
TOTALS	3,690.	3,690.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	387.		387.
OTHER CHARITABLE EXPENSES	387.		387.
PARTNERSHIP EXPENSES		623.	
TOTALS	774.	623.	774.

THORNTON ARTHUR E TR U/W 2

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
912828EN6 UNITED STATES TREAS	49,980.	49,980.	51,832.
TOTALS	49,980.	49,980.	51,832.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
464287465	292,500.		
464287614	461,689.		
922042858	161,543.		
19765J830	138,408.		
19765N245	462,169.		
19765P232	105,501.		
19765P406	600,820.	418,849.	595,409.
19765P547	44,372.		
19765P810	170,235.		
693390700	150,000.		
197199813	59,363.		
1261291M7	1,077,083.		
99Z466163	334,374.		
464287507			
464287655			
73935S105			
921943858			
922908553			
466001864			
38145C646			
693390841			
202671913			
207543877			
29099J109			
302993993			
303995997			
323991307			
45399C107			
99Z466197			
ISHARES MSCI EAFE ET			
ISHARES RUSSELL 1000			
VANGUARD FTSE EMERGI			
COLUMBIA MID CAP VAL			
COLUMBIA DIVIDEND IN			
COLUMBIA MID CAP GRO			
COLUMBIA CONTRARIAN			
COLUMBIA REAL ESTATE			
COLUMBIA SMALL CAP C			
PIMCO TOTAL RETURN F			
COLUMBIA ACORN INTER			
INTERM GOVT/CREDIT B			
HIGH QUALITY CORE CO			
ISHARES CORE S&P MID			
ISHARES RUSSELL 2000			
POWERSHARES DB COMMO			
VANGUARD FTSE DEVELO			
VANGUARD REIT ETF			
IVY ASSET STRATEGY F			
GOLDMAN SACHS STRATE			
PIMCO HIGH YIELD FD			
AGGREGATE BOND CTF			
SMALL CAP GROWTH LEA			
EMERGING MARKETS STO			
MID CAP VALUE CTF			
SMALL CAP VALUE CTF			
MID CAP GROWTH CTF			
DIVIDEND INCOME COMM			
INTERNATIONAL FOCUS			

THORNTON ARTHUR E TR U/W 2

06-6445132

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
TOTALS	4,058,057. =====	4,680,009. =====	4,936,192. =====

THORNTON ARTHUR E TR U/W 2

06-6445132

FORM 990PF, PART II - CORPORATE BONDS
=====

BEGINNING
BOOK VALUE

742718DA4 PROCTER & GAMBLE CO

49,875.

TOTALS

49,875.
=====



FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	4.
PARTNERSHIP ADJUSTMENT	29,564.

TOTAL	29,568.
	=====



FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENT	4,850.
INCOME ADJUSTMENT	934.
COST BASIS ADJUSTMENT	201.

TOTAL	5,985.
	=====



GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -6,241.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-6,241.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 47,290.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-29,564.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

17,726.00

=====

Expenditure Report

Arthur E. Thornton TUA 1
99 Founders Plaza
East Hartford, CT 06108

NAME OF TRUST: Arthur E. Thornton TUA 2
ACCOUNT #: _____

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for Arthur E. Thornton **TUA 1** for the period of January 1, 2014 through December 31, 2014 for a distribution totaling \$29,277.60 ("distributed funds") received by Arthur E. Thornton **TUA 1**. We certify that the funds have been used exclusively for the charitable purposes set forth in the trust distribution agreement letter.

Attached is a report showing expenditures of the distributed funds during the fiscal year by amount and purpose.

No part of the distributed funds or interest earned on the funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation.
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Code.

I further certify that Arthur E. **Thornton TUA 1** has not diverted any portion of the distributed funds from the purpose of the grant, that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the trust beneficiary. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: *Michael M. Kuczbarski*

Its Trustee of Arthur E. Thornton TUA 1

Telephone Number: 860-244-4671

Date 2-17-2015

EXPENDITURE RESPONSIBILITY REPORT

Date of report: 3-17-2015

Report period: January 1, 2014 through December 31, 2014

Name and address of organization:

Arthur E. Thornton TUA I
99 Founders Plaza
East Hartford, CT 06033

Amounts and dates of distributions received during the period of Jan - through Dec: 2014

Date Amount

See attached schedule of payments

Describe the uses of the distributed funds. Attach additional pages, if needed):

See attached schedule
of payments made during
calendar year 2014

Itemize all amounts spent from the distributed funds including salaries, travel and supplies (attach additional pages, if needed):

Date Amount Purpose

\$

See attached

All such expenditures are treated as distributions "out of corpus" under Treas. Reg. 53.4942(a)-3(d). We understand that this means that we have, during this fiscal year, made expenditures equal to or greater than (1) the full amount of the Grant, (2) plus 5% of the value of our investment assets during our previous fiscal year. Attached is a copy of our form 990PF for the previous fiscal year.

By: _____

Its _____

Date _____

See attached

Arthur Thornton Trust - 2014 Payments to the Hospital of Central Connecticut

<u>Request</u>	<u>Amount</u>	<u>Date Paid</u>
1 Cardiology Research Study	\$4,740.75	2/27/2014
2 INR Point of Care testing machine/supplies	\$3,872.57	2/27/2014
3 Medical Grand Rounds Honorarium	\$500.00	3/6/2014
4 Telemetry Data Abstraction	\$1,500.00	3/20/2014
5 Pamphlets for Heart Failure Resource Center	\$561.00	6/13/2014
6 Audience response System	\$3,288.00	8/15/2014
7 Pill boxes for cardiology patients	\$1,282.50	12/3/2014
8 V-scan with dual probe	\$9,900.00	12/3/2014
9 Critical Care Communication System	\$4,226.45	12/28/2014
10 I-Stat Equipment	\$12,031.66	12/30/2014
11 Heart Failure Database	\$7,500.00	12/30/2014

Total

\$49,402.93

Prepared by:

Arthur Thornton Trust 2014



FEDERAL FOOTNOTES

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FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.