Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052

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

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.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 5/1/2014 , and ending 4/30/2015

Name of foundation: EDGAR & PAULINE MAIN FAMILY FOUNDATION

A Employer identification number: 22-6732462

Number and street (or P O box number if mail is not delivered to street address): P.O BOX 1501, NJ2-130-03-31 | Room/suite

B Telephone number (see instructions): 609-274-6834

City or town: PENNINGTON | State: NJ | ZIP code: 08534-1501

Foreign country name | Foreign province/state/county | Foreign postal code

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 change

D 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 foundation

E 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 *(from Part II, col (c), line 16)* ▶ $ 713,887

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	30,717			
	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	18,240	18,220		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	49,125			
	b	Gross sales price for all assets on line 6a 303,088				
	7	Capital gain net income (from Part IV, line 2)		49,125		
	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	98,082	67,345	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,038	2,415		3,623
	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)	2,837	98		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	35			35
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,910	2,513	0	3,658
	25	Contributions, gifts, grants paid	42,293			42,293
	26	**Total expenses and disbursements.** Add lines 24 and 25	51,203	2,513	0	45,951
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	46,879			
	b	**Net investment income** (if negative, enter -0-)		64,832		
	c	**Adjusted net income** (if negative, enter -0-)			0	

IONE

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	1	1	1
	2	Savings and temporary cash investments	13,382	22,824	22,824
	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)			
	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)	601,919	642,411	711,939
	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)	615,302	665,236	734,764
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	615,302	665,236	
	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)	615,302	665,236	
	31	**Total liabilities and net assets/fund balances** (see instructions)	615,302	665,236	

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	615,302
2	Enter amount from Part I, line 27a	2	46,879
3	Other increases not included in line 2 (itemize) ▶ GAIN ON PY SALES SETTLED IN CY	3	3,098
4	Add lines 1, 2, and 3	4	665,279
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	43
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	665,236

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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				0
b				0
c				0
d				0
e				0

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	49,125
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	0

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	28,945	660,160	0 043845
2012	28,282	587,119	0 048171
2011	41,947	554,523	0 075645
2010	18,075	523,993	0 034495
2009	52,661	469,289	0 112214

2	**Total** of line 1, column (d)	2	0 314370
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 062874
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	706,440
5	Multiply line 4 by line 3	5	44,417
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	648
7	Add lines 5 and 6	7	45,065
8	Enter qualifying distributions from Part XII, line 4	8	45,951

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

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	648
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	648
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	648
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 1,601		
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	1,601
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	953
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶	**Refunded** ▶	11	953

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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.*			
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. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ U.S. Trust, a division of Bank of America, N A Telephone no ▶ 609-274-6834
Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

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 |

			Yes	No
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		X
	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 ▶			

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ▶ 20____, 20____, 20____, 20____			
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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
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.)*	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)? **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

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? **6b** X (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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	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				

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

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		
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	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 ▶	0

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	686,561
b	Average of monthly cash balances	1b	30,637
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	717,198
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	
3	Subtract line 2 from line 1d	3	717,198
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	10,758
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	706,440
6	**Minimum investment return.** Enter 5% of line 5	6	35,322

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	35,322
2a	Tax on investment income for 2014 from Part VI, line 5	2a	648		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	648
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	34,674
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,674
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	34,674

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	45,951
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	
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	45,951
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	648
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	45,303

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					34,674
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only				0	
b	Total for prior years: 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2014:					
a	From 2009	26,939				
b	From 2010					
c	From 2011	14,743				
d	From 2012					
e	From 2013					
f	**Total** of lines 3a through e		41,682			
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 45,951					
a	Applied to 2013, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2014 distributable amount					34,674
e	Remaining amount distributed out of corpus		11,277			
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		52,959			
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					
d	Subtract line 6c from line 6b. Taxable amount—see instructions					
e	Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		26,939			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		26,020			
10	Analysis of line 9					
a	Excess from 2010					
b	Excess from 2011	14,743				
c	Excess from 2012					
d	Excess from 2013					
e	Excess from 2014	11,277				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

STEPHANIE BLANCHARD P O. BOX 602 WHITE HORSE, MA 02381

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

WRITTEN DETAILED ANALYSIS OF PURPOSE OF GRANT REQUEST WITH SUPPORTING FINANCIAL DATA

c Any submission deadlines·

FEBRUARY 15TH

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

MUST BE A 501(c)(3) ORGANIZATION

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*				
See Attached Statement				
Total . . . . ▶ **3a**				42,293
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18,240	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	49,125	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		67,365	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 67,365

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

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

▶ Edward R [signature] 7/4/2015 ▶ TRUSTEE

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN	[signature]	7/20/2015		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2014

Name of the organization	Employer identification number
EDGAR & PAULINE MAIN FAMILY FOUNDATION	22-6732462

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 331/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ► $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
EDGAR & PAULINE MAIN FAMILY FOUNDATION	22-6732462

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MAIN CHARITABLE LEAD TRUST P.O. BOX 1501 PENNINGTON NJ 08534-1501 Foreign State or Province: Foreign Country:	$ 30,717	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
	Foreign State or Province Foreign Country:	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province. Foreign Country.	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province· Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province· Foreign Country:	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province: Foreign Country:	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
EDGAR & PAULINE MAIN FAMILY FOUNDATION	22-6732462

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
EDGAR & PAULINE MAIN FAMILY FOUNDATION	22-6732462

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ▶ $ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov. Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
PLYMOUTH PHILHARMONIC ORCHESTRA	P O BOX 3174	PLYMOUTH	MA	02360		NONE	PC	GENERAL OPERATING	15,000
PILGRIM SOCIETY	75 COURT STREET	PLYMOUTH	MA	02360		NONE	PC	GENERAL OPERATING	2,000
THE ARC OF GREATER PLYMOUTH	10 CORDAGE PARK CIRCLE, STE 208	PLYMOUTH	MA	02360		NONE	PC	GENERAL OPERATING	1,000
PLIMOTH PLANTATION INC	P.O BOX 1620	PLYMOUTH	MA	02362		NONE	PC	GENERAL OPERATING	4,293
CHRIST CHURCH	149 COURT STREET	PLYMOUTH	MA	02360		NONE	PC	GENERAL OPERATING	5,000
PLYMOUTH GUILD FOR THE ARTS	P.O BOX 4077	PLYMOUTH	MA	02360		NONE	PC	GENERAL OPERATING	15,000

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	22,772
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	303,088	253 963	49,125
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	BLACKROCK LOW DURATION	091928283			11/13/2013		12/11/2014	496	497				0	-1
2	X	BLACKROCK LOW DURATION	091928283			11/13/2013		1/28/2015	18,701	18,759				0	-58
3	X	BLACKROCK LOW DURATION	091928283			1/2/2014		1/28/2015	1,614	1,620				0	-6
4	X	BLACKROCK LOW DURATION	091928283			9/10/2014		1/28/2015	632	635				0	-3
5	X	BLACKROCK CORE BOND	091928747			1/4/2010		9/10/2014	4,266	4,076				0	190
6	X	BLACKROCK CORE BOND	091928747			10/3/2008		9/10/2014	38,289	34,836				0	3,453
7	X	BLACKROCK CORE BOND	091928747			1/4/2010		9/15/2014	971	929				0	42
8	X	BLACKROCK CORE BOND	091928747			1/4/2010		12/11/2014	990	939				0	51
9	X	BLACKROCK CORE BOND	091928747			1/3/2011		1/28/2015	18,671	17,466				0	1,205
10	X	BLACKROCK CORE BOND	091928747			1/4/2010		1/28/2015	9,207	8,557				0	650
11	X	BLACKROCK INTL OPP	091929109			11/13/2013		9/10/2014	18,633	18,793				0	-160
12	X	BLACKROCK INTL OPP	091929109			11/13/2013		12/11/2014	335	361				0	-26
13	X	BLACKROCK INTL OPP	091929109			11/13/2013		1/28/2015	10,403	12,782				0	-2,379
14	X	BLACKROCK INTL OPP	091929109			1/2/2014		1/28/2015	1,207	1,528				0	-321
15	X	BLACKROCK HI YLD BD	091929638			11/13/2013		9/10/2014	6,906	6,823				0	83
16	X	BLACKROCK HI YLD BD	091929638			11/13/2013		12/11/2014	160	165				0	-5
17	X	BLACKROCK GNMA INST	091929695			11/13/2013		9/15/2014	805	793				0	12
18	X	BLACKROCK GNMA INST	091929695			11/13/2013		12/11/2014	824	802				0	22
19	X	BLACKROCK LARGE CAP	09250J817			11/13/2013		9/10/2014	1,262	1,118				0	144
20	X	BLACKROCK LARGE CAP	09250J817			11/13/2013		9/15/2014	1,529	1,357				0	172
21	X	BLACKROCK LARGE CAP	09250J817			11/13/2013		12/11/2014	1,176	1,018				0	158
22	X	BLACKROCK LARGE CAP	09250J874			11/13/2013		9/10/2014	3,812	3,572				0	240
23	X	BLACKROCK LARGE CAP	09250J874			11/13/2013		9/15/2014	1,523	1,443				0	80
24	X	BLACKROCK LARGE CAP	09250J874			11/13/2013		12/11/2014	1,684	1,529				0	155
25	X	BLACKROCK LARGE CAP	09250J874			11/13/2013		1/28/2015	6,229	6,473				245	1
26	X	BLACKROCK EQTY DIVIDEND	09251M504			1/23/2007		9/10/2014	5,249	3,737				0	1,512
27	X	BLACKROCK EQTY DIVIDEND	09251M504			10/12/2006		9/10/2014	17,326	11,764				0	5,562
28	X	BLACKROCK EQTY DIVIDEND	09251M504			1/23/2007		9/15/2014	2,445	1,741				0	704
29	X	BLACKROCK EQTY DIVIDEND	09251M504			5/23/2008		12/11/2014	852	652				0	200
30	X	BLACKROCK EQTY DIVIDEND	09251M504			1/23/2007		12/11/2014	1,137	798				0	339
31	X	BLACKROCK CAPITAL	09251R503			4/24/2009		9/10/2014	119	61				0	58
32	X	BLACKROCK CAPITAL	09251R503			4/24/2009		9/15/2014	1,348	703				0	645
33	X	BLACKROCK CAPITAL	09251R503			4/24/2009		12/11/2014	965	596				0	369
34	X	BLACKROCK GLOBAL	09251T509			1/2/2013		9/10/2014	133	121				0	12
35	X	BLACKROCK GLOBAL	09251T509			1/4/2012		9/10/2014	8,177	6,845				0	1,332
36	X	BLACKROCK GLOBAL	09251T509			1/3/2011		9/10/2014	4,366	3,863				0	503
37	X	BLACKROCK GLOBAL	09251T509			6/9/2010		9/10/2014	1,728	1,338				0	390
38	X	BLACKROCK GLOBAL	09251T509			1/4/2010		9/10/2014	8,066	6,628				0	1,438
39	X	BLACKROCK GLOBAL	09251T509			1/2/2009		9/10/2014	9,285	6,373				0	2,912
40	X	BLACKROCK GLOBAL	09251T509			10/3/2008		9/10/2014	2,039	1,515				0	524
41	X	BLACKROCK GLOBAL	09251T509			1/23/2007		9/10/2014	2,150	1,771				0	379
42	X	BLACKROCK GLOBAL	09251T509			1/2/2013		12/11/2014	174	161				0	13
43	X	BLACKROCK GLOBAL	09252A509			10/3/2008		9/10/2014	507	297				0	210
44	X	BLACKROCK GLOBAL	09252A509			10/3/2008		12/11/2014	473	297				0	176
45	X	BLACKROCK GLOBAL	09252A509			10/3/2008		1/28/2015	143	105				0	38
46	X	BLACKROCK GLOBAL	09252A509			1/2/2014		1/28/2015	2,404	2,845				0	-441
47	X	BLACKROCK GLOBAL	09252A509			11/9/2011		1/28/2015	1,190	1,060				0	130
48	X	BLACKROCK GLOBAL	09252A509			6/9/2010		1/28/2015	1,357	1,045				0	312
49	X	BLACKROCK GLOBAL	09252A509			1/2/2009		1/28/2015	7,045	4,428				0	2,617
50	X	BLACKROCK GLOBAL	09252A509			1/2/2013		1/28/2015	1,404	1,414				0	-10
51	X	BLACKROCK GLOBAL	09252A509			12/20/2012		1/28/2015	524	516				0	8
52	X	BLACKROCK GLOBAL	09252A509			1/4/2012		1/28/2015	2,642	2,328				0	314
53	X	BLACKROCK GLOBAL	09252A509			6/18/2010		2/20/2015	0	0				0	0
54	X	BLACKROCK MID CAP	09255V500			11/9/2011		9/10/2014	430	284				0	146
55	X	BLACKROCK MID CAP	09255V500			11/9/2011		12/11/2014	314	217				0	97
56	X	BLACKROCK STRATEGIC	09256H286			11/9/2011		9/10/2014	13,832	12,788				0	1,044
57	X	BLACKROCK STRATEGIC	09256H286			11/9/2011		12/11/2014	340	315				0	25
58	X	BLACKROCK GLOBAL	09256H328			11/9/2011		9/15/2014	1,556	1,170				0	386
59	X	BLACKROCK GLOBAL	09256H328			11/9/2011		12/11/2014	1,429	1,104				0	325
60	X	BLACKROCK GLOBAL	09256H328			11/9/2011		1/28/2015	1,358	1,076				0	282
61	X	ISHARES SELECT	464287168			9/10/2014		1/28/2015	1,771	1,669				0	102
62	X	ISHARES CORE S&P 500 ETF	464287200			12/22/2014		1/28/2015	20,242	20,756				0	-514
63	X	ISHARES RUSSELL 1000	464287614			12/2/2013		9/10/2014	3,712	3,360				0	352
64	X	ISHARES RUSSELL 1000	464287614			12/2/2013		9/15/2014	1,759	1,596				0	163

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,837	98	0	0
	Description				
1	FOREIGN TAXES PAID	98	98		
2	PY EXCISE TAX DUE	1,138			
3	ESTIMATED EXCISE PAYMENTS	1,601			

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		35	0	0	35
	Description				
1	STATE AG FEES	35			35

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			601,919	642,411	711,939
1				0	
2	BLACKROCK FDS CORE BD PORTFOLIO I		0	13,953	14,355
3	BLACKROCK FDS HGH YLD BD PORTF INS		0	7,449	7,265
4	BLACKROCK GNMA INST		0	35,387	36,122
5	BLACKROCK US OPPORTUNITIES		0	21,631	23,087
6	BLACKROCK INFLATION		0	14,482	14,430
7	BLACKROCK LARGE CAP		0	45,384	52,319
8	BLACKROCK LARGE CAP		0	66,946	67,302
9	BLACKROCK EQTY DIVIDEND		0	64,403	87,954
10	BLACKROCK FUNDAMENTAL		0	40,380	53,603
11	BLACKROCK GLOBAL		0	7,405	7,443
12	BLACKROCK BOND FUND		0	14,399	14,268
13	BLACKROCK MID CAP		0	12,457	15,221
14	BLACKROCK FLOATING RATE		0	14,345	14,556
15	BLACKROCK STRATEGIC		0	13,804	14,500
16	BLACKROCK GLOBAL		0	60,219	66,260
17	ISHARES TR		0	41,189	42,533
18	ISHARES TR		0	21,713	22,150
19	ISHARES TR		0	84,826	98,266
20	ISHARES TR		0	6,916	7,013
21	SHARES DJ EPAC SEL DV		0	31,145	29,705
22	ISHARES INC CORE MSCI		0	23,978	23,587

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	GAIN ON PY SALES SETTLED IN CY	1	3,098
2	Total	2	3,098

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	43
2	Total	2	43

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	22,772
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						280,316	0	245	254 208	26,353	0	0	0	26,353
1	BLACKROCK LOW DURATION	091928283		11/13/2013	12/11/2014	496		0	497	-1	0	0	0	-1
2	BLACKROCK LOW DURATION	091928283		11/13/2013	1/28/2015	18,701		0	18,759	-58	0	0	0	-58
3	BLACKROCK LOW DURATION	091928283		1/2/2014	1/28/2015	1,614		0	1,620	-6	0	0	0	-6
4	BLACKROCK LOW DURATION	091928283		9/10/2014	1/28/2015	632		0	635	-3	0	0	0	-3
5	BLACKROCK CORE BOND	091928747		1/4/2010	9/10/2014	4,266		0	4 076	190	0	0	0	190
6	BLACKROCK CORE BOND	091928747		10/3/2008	9/10/2014	38,289		0	34 836	3 453	0	0	0	3,453
7	BLACKROCK CORE BOND	091928747		1/4/2010	9/15/2014	971		0	929	42	0	0	0	42
8	BLACKROCK CORE BOND	091928747		1/4/2010	12/11/2014	990		0	939	51	0	0	0	51
9	BLACKROCK CORE BOND	091928747		1/3/2011	1/28/2015	18 671		0	17,466	1 205	0	0	0	1,205
10	BLACKROCK CORE BOND	091928747		1/4/2010	1/28/2015	9 207		0	8 557	650	0	0	0	650
11	BLACKROCK INTL OPP	091929109		11/13/2013	9/10/2014	18 633		0	18,793	-160	0	0	0	-160
12	BLACKROCK INTL OPP	091929109		11/13/2013	12/11/2014	335		0	361	-26	0	0	0	-26
13	BLACKROCK INTL OPP	091929109		11/13/2013	1/28/2015	10,403		0	12,782	-2,379	0	0	0	-2,379
14	BLACKROCK INTL OPP	091929109		1/2/2014	1/28/2015	1,207		0	1 528	-321	0	0	0	-321
15	BLACKROCK HI YLD BD	091929638		11/13/2013	9/10/2014	6,906		0	6,823	83	0	0	0	83
16	BLACKROCK HI YLD BD	091929638		11/13/2013	12/11/2014	160		0	165	-5	0	0	0	-5
17	BLACKROCK GNMA INST	091929695		11/13/2013	9/15/2014	805		0	793	12	0	0	0	12
18	BLACKROCK GNMA INST	091929695		11/13/2013	12/11/2014	824		0	802	22	0	0	0	22
19	BLACKROCK LARGE CAP	09250J817		11/13/2013	9/10/2014	1,262		0	1,118	144	0	0	0	144
20	BLACKROCK LARGE CAP	09250J817		11/13/2013	9/15/2014	1 529		0	1 357	172	0	0	0	172
21	BLACKROCK LARGE CAP	09250J817		11/13/2013	12/11/2014	1,176		0	1 018	158	0	0	0	158
22	BLACKROCK LARGE CAP	09250J874		11/13/2013	9/10/2014	3 812		0	3,572	240	0	0	0	240
23	BLACKROCK LARGE CAP	09250J874		11/13/2013	9/15/2014	1,523		0	1,443	80	0	0	0	80
24	BLACKROCK LARGE CAP	09250J874		11/13/2013	12/11/2014	1,684		0	1,529	155	0	0	0	155
25	BLACKROCK LARGE CAP	09250J874		11/13/2013	1/28/2015	6 229		245	6 473	1	0	0	0	1
26	BLACKROCK EQTY DIVIDEND	09251M504		1/23/2007	9/10/2014	5,249		0	3,737	1,512	0	0	0	1,512
27	BLACKROCK EQTY DIVIDEND	09251M504		10/12/2006	9/10/2014	17,326		0	11,764	5,562	0	0	0	5 562
28	BLACKROCK EQTY DIVIDEND	09251M504		1/23/2007	9/15/2014	2,445		0	1,741	704	0	0	0	704
29	BLACKROCK EQTY DIVIDEND	09251M504		5/23/2008	12/11/2014	852		0	652	200	0	0	0	200
30	BLACKROCK EQTY DIVIDEND	09251M504		1/23/2007	12/11/2014	1,137		0	798	339	0	0	0	339
31	BLACKROCK CAPITAL	09251R503		4/24/2009	9/10/2014	119		0	61	58	0	0	0	58
32	BLACKROCK CAPITAL	09251R503		4/24/2009	9/15/2014	1,348		0	703	645	0	0	0	645
33	BLACKROCK CAPITAL	09251R503		4/24/2009	12/11/2014	965		0	596	369	0	0	0	369
34	BLACKROCK GLOBAL	09251T509		1/2/2013	9/10/2014	133		0	121	12	0	0	0	12
35	BLACKROCK GLOBAL	09251T509		1/4/2012	9/10/2014	8,177		0	6,845	1,332	0	0	0	1,332
36	BLACKROCK GLOBAL	09251T509		1/3/2011	9/10/2014	4,366		0	3,863	503	0	0	0	503
37	BLACKROCK GLOBAL	09251T509		6/9/2010	9/10/2014	1,728		0	1,338	390	0	0	0	390
38	BLACKROCK GLOBAL	09251T509		1/4/2010	9/10/2014	8,066		0	6,628	1,438	0	0	0	1,438
39	BLACKROCK GLOBAL	09251T509		1/2/2009	9/10/2014	9 285		0	6,373	2,912	0	0	0	2,912
40	BLACKROCK GLOBAL	09251T509		10/3/2008	9/10/2014	2,039		0	1,515	524	0	0	0	524
41	BLACKROCK GLOBAL	09251T509		1/23/2007	9/10/2014	2,150		0	1,771	379	0	0	0	379
42	BLACKROCK GLOBAL	09251T509		1/2/2013	12/11/2014	174		0	161	13	0	0	0	13
43	BLACKROCK GLOBAL	09252A509		10/3/2008	9/10/2014	507		0	297	210	0	0	0	210
44	BLACKROCK GLOBAL	09252A509		10/3/2008	12/11/2014	473		0	297	176	0	0	0	176
45	BLACKROCK GLOBAL	09252A509		10/3/2008	1/28/2015	143		0	105	38	0	0	0	38
46	BLACKROCK GLOBAL	09252A509		1/2/2014	1/28/2015	2 404		0	2 845	-441	0	0	0	-441
47	BLACKROCK GLOBAL	09252A509		11/9/2011	1/28/2015	1,190		0	1,060	130	0	0	0	130
48	BLACKROCK GLOBAL	09252A509		6/9/2010	1/28/2015	1,357		0	1,045	312	0	0	0	312
49	BLACKROCK GLOBAL	09252A509		1/2/2009	1/28/2015	7,045		0	4 428	2 617	0	0	0	2 617
50	BLACKROCK GLOBAL	09252A509		1/2/2013	1/28/2015	1 404		0	1,414	-10	0	0	0	-10
51	BLACKROCK GLOBAL	09252A509		12/20/2012	1/28/2015	524		0	516	8	0	0	0	8
52	BLACKROCK GLOBAL	09252A509		1/4/2012	1/28/2015	2 642		0	2,328	314	0	0	0	314
53	BLACKROCK GLOBAL	09252A509		6/18/2010	2/20/2015	0		0	0	0	0	0	0	0
54	BLACKROCK MID CAP	09255V500		11/9/2011	9/10/2014	430		0	284	146	0	0	0	146
55	BLACKROCK MID CAP	09255V500		11/9/2011	12/11/2014	314		0	217	97	0	0	0	97
56	BLACKROCK STRATEGIC	09256H286		11/9/2011	9/10/2014	13,832		0	12,788	1 044	0	0	0	1,044
57	BLACKROCK STRATEGIC	09256H286		11/9/2011	12/11/2014	340		0	315	25	0	0	0	25
58	BLACKROCK GLOBAL	09256H328		11/9/2011	9/15/2014	1,556		0	1,170	386	0	0	0	386
59	BLACKROCK GLOBAL	09256H328		11/9/2011	12/11/2014	1 429		0	1,104	325	0	0	0	325
60	BLACKROCK GLOBAL	09256H328		11/9/2011	1/28/2015	1,358		0	1,076	282	0	0	0	282
61	ISHARES SELECT	464287168		9/10/2014	1/28/2015	1,771		0	1 669	102	0	0	0	102
62	ISHARES CORE S&P 500 ETF	464287200		12/22/2014	1/28/2015	20,242		0	20 756	-514	0	0	0	-514
63	ISHARES RUSSELL 1000	464287614		12/2/2013	9/10/2014	3 712		0	3 360	352	0	0	0	352
64	ISHARES RUSSELL 1000	464287614		12/2/2013	9/15/2014	1,759		0	1,596	163	0	0	0	163

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										6,038	0	0
1	U S TRUST, A DIVISION OF BAN	X	P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		CO-TRUSTEE	2 00	6,038		
2	Stephanie Blanchard		P O Box 602	White Horse	MA	02381		CO-TRUSTEE	1 00	0		
3	Nita Waters		P O Box 278	Scotia	CA	95565		CO-TRUSTEE	1 00	0		
4	Paul Blanchard		P O Box 602	White Horse	MA	02381		CO-TRUSTEE	1 00	0		
5	Nicole Blanchard		P O Box 602	White Horse	MA	02381		CO-TRUSTEE	1 00	0		

Part IX-B, Line 3 (990-PF) - Other Program-Related Investments

0

	Description 1	Description 2	Description 3	Amount
1	NONE			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	1,601
7	Total		7	1,601