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Form **990-PF**

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation
**J.M.R. BARKER FOUNDATION
C/O BALLENTINE PARTNERS, LLC**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
230 3RD AVENUE, 6TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
WALTHAM, MA 02451

A Employer identification number
13-6268289

B Telephone number
(781) 314-1300

C If exemption application is pending, check here

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

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

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

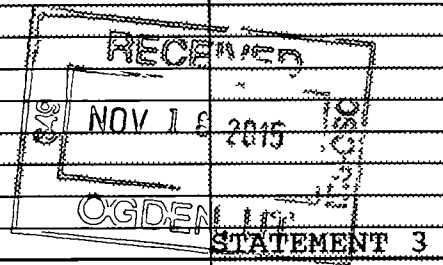
G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ **75,544,600.**

J Accounting method Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	5,626,138.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	929,891.	929,891.		STATEMENT 1
	4 Dividends and interest from securities	1,022,682.	1,022,682.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,050,509.			
	b Gross sales price for all assets on line 6a	8,373,557.			
	7 Capital gain net income (from Part IV, line 2)		6,050,509.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<4,619.>	<5,511.>			
12 Total. Add lines 1 through 11	13,624,601.	7,997,571.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	125,000.	125,000.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	12,405.	2,481.		9,924.
	b Accounting fees STMT 5	40,784.	8,157.		32,627.
	c Other professional fees STMT 6	195,479.	76,873.		118,606.
	17 Interest				
	18 Taxes STMT 7	115,882.	30,853.		1,004.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	17,596.	3,519.		14,077.
	22 Printing and publications				
	23 Other expenses STMT 8	243,340.	226,024.		17,316.
	24 Total operating and administrative expenses. Add lines 13 through 23	750,486.	472,907.		193,554.
	25 Contributions, gifts, grants paid	3,340,000.			3,445,000.
26 Total expenses and disbursements. Add lines 24 and 25	4,090,486.	472,907.		3,638,554.	
27 Subtract line 26 from line 12	9,534,115.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		7,524,664.			
c Adjusted net income (if negative, enter -0-)			N/A		



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J.M.R. BARKER FOUNDATION
C/O BALLENTINE PARTNERS, LLC

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	497,954.		
	2 Savings and temporary cash investments	3,229,752.	14,874,924.	14,874,924.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	32,618.	18,073.	18,073.
	10a Investments - U S and state government obligations STMT 11	8,995,162.	9,448,934.	9,448,934.
	b Investments - corporate stock STMT 12	11,630,188.	0.	0.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13		47,046,703.	51,067,626.	51,067,626.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 14)		129,731.	135,043.	135,043.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		71,562,108.	75,544,600.	75,544,600.
17 Accounts payable and accrued expenses		58,687.	34,500.	
18 Grants payable		735,000.	630,000.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 15)	364,864.	179,894.		
23 Total liabilities (add lines 17 through 22)	1,158,551.	844,394.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	70,403,557.	74,700,206.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	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	70,403,557.	74,700,206.		
31 Total liabilities and net assets/fund balances	71,562,108.	75,544,600.		

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	70,403,557.
2 Enter amount from Part I, line 27a	2	9,534,115.
3 Other increases not included in line 2 (itemize) ▶ DEFERRED TAX BENEFIT ON BOOKS	3	105,568.
4 Add lines 1, 2, and 3	4	80,043,240.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	5,343,034.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	74,700,206.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	8,373,557.	6,702,472.	6,050,509.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			6,050,509.	
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	6,050,509.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	2,642,991.	70,591,425.	.037441
2012	2,893,295.	70,301,840.	.041155
2011	2,952,260.	70,941,318.	.041616
2010	2,527,152.	63,904,105.	.039546
2009	3,184,466.	56,048,510.	.056816
2	Total of line 1, column (d)		.216574
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		.043315
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		74,429,444.
5	Multiply line 4 by line 3		3,223,911.
6	Enter 1% of net investment income (1% of Part I, line 27b)		75,247.
7	Add lines 5 and 6		3,299,158.
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		3,638,554.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	75,247.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	75,247.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	75,247.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	93,767.	
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	93,767.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,520.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ NY, MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► C/O BALLENTINE PARTNERS, LLC Telephone no ► (781) 314-1300 Located at ► 230 3RD AVENUE, 6TH FLOOR, WALTHAM, MA ZIP+4 ► 02451			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		125,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BALLENTINE PARTNERS 230 3RD AVENUE, 6TH FLOOR, WALTHAM, MA 02451	FINANCIAL ADVISORS/MANAGEMENT	151,223.

Total number of others receiving over \$50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
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	66,484,841.
b	Average of monthly cash balances	1b	9,078,046.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	75,562,887.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	75,562,887.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,133,443.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,429,444.
6	Minimum investment return Enter 5% of line 5	6	3,721,472.

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	3,721,472.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	75,247.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	75,247.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,646,225.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,646,225.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,646,225.

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	3,638,554.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,638,554.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	75,247.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,563,307.

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				3,646,225.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			3,217,381.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,638,554.				
a Applied to 2013, but not more than line 2a			3,217,381.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				421,173.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				3,225,052.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

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

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

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				
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	GENERAL SUPPORT	280,000.
AUSTIN PARTNERS IN EDUCATION 1601 RIO GRANDE STREET #300A AUSTIN, TX 78701	NONE	PUBLIC CHARITY	GENERAL SUPPORT & SPECIAL PROJECTS	10,000.
BOSTON LYRIC OPERA 11 AVE DE LAFAYETTE BOSTON, MA 02111	NONE	PUBLIC CHARITY	GENERAL SUPPORT	260,000.
BRIDGE FUND OF NY, INC. 271 MADISON AVE # 907 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
COLLEGE FORWARD 312 MURRAY STREET MANOR, TX 78653	NONE	PUBLIC CHARITY	IT PROJECT	425,000.
Total	SEE CONTINUATION SHEET(S)			3,445,000.
b Approved for future payment				
GLOUCESTER EDUCATION FOUNDATION: BAY STATE READING 122 MAIN STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
UT HEALTH SCIENCE CENTER SAN ANTONIO 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229-3900	NONE	PUBLIC CHARITY	DR JACKSON'S ALS CENTER	600,000.
Total				630,000.

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 (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
 - (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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

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. 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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: *Robert Plorenz* Date: 11/6/15 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
DEBORAH A. HOPKINS	<i>Deborah A Hopkins</i>	10/31/15		P00167843
Firm's name	Firm's EIN			
KAHN, LITWIN, RENZA & CO. LTD.	05-0409384			
Firm's address	Phone no			
800 SOUTH STREET, SUITE 300 WALTHAM, MA 02453	781-547-8800			

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

J.M.R. BARKER FOUNDATION
C/O BALLENTINE PARTNERS, LLC

Employer identification number

13-6268289

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 foundationCheck 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 33 1/3% 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization J.M.R. BARKER FOUNDATION C/O BALLENTINE PARTNERS, LLC	Employer identification number 13-6268289
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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	THE FRANCES SALANT TRUST 230 3RD AVENUE, 6TH FLOOR WALTHAM, MA 02451	\$ 5,626,138.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
0	_____	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
0	_____	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
0	_____	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
0	_____	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
0	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

J.M.R. BARKER FOUNDATION
C/O BALLENTINE PARTNERS, LLC

Employer identification number

13-6268289

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
1	1640 SHS SPDR S&P 500	\$ 302,449.	01/17/14
1	1954.348 SHS VANGUARD ENERGY FD	\$ 242,124.	01/17/14
1	2598.321 SHS VANGUARD GROWTH INDX	\$ 115,262.	01/17/14
1	3000 SHS ISHARES MSCI AUSTRALIA	\$ 71,550.	01/17/14
1	3200 SHS SPDR GOLD TRUST	\$ 383,328.	01/17/14
1	3253.133 SHS T ROWE PRICE HEALTH	\$ 199,742.	01/17/14

Name of organization

J.M.R. BARKER FOUNDATION
C/O BALLENTINE PARTNERS, LLC

Employer identification number

13-6268289

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
1	4215.219 SHS LONGLEAF PARTNERS FD	\$ 141,716.	01/17/14
1	SEE STATEMENT 17	\$ 46,662.	01/17/14
1	5066.096 SHS HARBOR INT'L GROWTH FD	\$ 66,265.	01/17/14
1	10692.197 SHS RS TECHNOLOGY FD	\$ 222,612.	01/17/14
1	10699.933 SHS T ROWE PRICE INT'L BD	\$ 101,450.	01/17/14
1	26285.493 SHS MATTHEWS STRATEG. INC.	\$ 273,369.	01/17/14

Name of organization J.M.R. BARKER FOUNDATION C/O BALLENTINE PARTNERS, LLC	Employer identification number 13-6268289
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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
1	120000 SHS AUSTRALIA GOVT BD	\$ 192,748.	01/17/14
1	660000 SHS US TREASURY TIPS	\$ 819,252.	01/17/14
1	600000 SHS US T-BILLS	\$ 599,755.	01/17/14
		\$	
		\$	
		\$	

Name of organization J.M.R. BARKER FOUNDATION C/O BALLENTINE PARTNERS, LLC	Employer identification number 13-6268289
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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 info once) ▶ \$ _____
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

(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

(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

(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

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 FIDELITY INVESTMENTS (3242) - AVAILABLE UPON REQU	P	VARIOUS	VARIOUS
b FIDELITY INVESTMENTS (3242) - AVAILABLE UPON REQU	P	VARIOUS	VARIOUS
c FIDELITY INVESTMENTS (2466) - AVAILABLE UPON REQU	P	VARIOUS	VARIOUS
d FIDELITY INVESTMENTS (2466) - AVAILABLE UPON REQU	P	VARIOUS	VARIOUS
e FIDELITY INVESTMENTS (1895) - AVAILABLE UPON REQU	P	VARIOUS	VARIOUS
f FIDELITY INVESTMENTS (1895) - AVAILABLE UPON REQU	P	VARIOUS	VARIOUS
g BASIS ADJUSTMENTS	P	VARIOUS	VARIOUS
h PARTNERSHIP FLOW THROUGH S/T CAP GAIN		VARIOUS	VARIOUS
i PARTNERSHIP FLOW THROUGH L/T CAP GAIN		VARIOUS	VARIOUS
j PARTNERSHIP FLOW THROUGH SEC 1231 GAIN		VARIOUS	VARIOUS
k CAPITAL GAINS DIVIDENDS			
l			
m			
n			
o			

(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 288,434.		202,190.	86,244.
b 1,846,929.		1,216,474.	630,455.
c 44,226.		46,539.	<2,313.>
d 4,299,877.		4,226,677.	73,200.
e 173,804.		213,248.	<39,444.>
f 791,285.		797,344.	<6,059.>
g			3,289,436.
h			<137,725.>
i			1,212,813.
j			14,900.
k 929,002.			929,002.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			86,244.
b			630,455.
c			<2,313.>
d			73,200.
e			<39,444.>
f			<6,059.>
g			3,289,436.
h			<137,725.>
i			1,212,813.
j			14,900.
k			929,002.
l			
m			
n			
o			

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	6,050,509.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONCERNED CITIZENS OF MONTAUK P.O. BOX 915 MONTAUK, NY 11954	NONE	PUBLIC CHARITY	GENERAL SUPPORT & MATCHING GRANTS	110,000.
COTTONWOOD GULCH FOUNDATION 9223 4TH ST NW ALBUQUERQUE, NM 87114	NONE	PUBLIC CHARITY	GENERAL SUPPORT & SCHOLARSHIPS	10,000.
E3 ALLIANCE 5930 MIDDLE FISKVILLE ROAD, SUITE 507 AUSTIN, TX 78752	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FAMILIES OF SPINAL MUSCULAR ATROPHY 925 BUSSE ROAD ELK GROVE VILLAGE, IL 60007	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
GLOUCESTER EDUCATION FOUNDATION 122 MAIN STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT, DATING VIOLENCE PROGRAM AND GRANT PROPOSAL VOLUNTEER COORDINATOR & GRANT	205,000.
GLOUCESTER EDUCATION FOUNDATION: BAY STATE READING 122 MAIN STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
KARME CHOLING 369 PATENEAUDE LANE BARNET, VT 05821	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
KIMBALL UNION ACADEMY 7 CAMPUS CENTER DRIVE MERIDEN, NH 03770	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN & GENERAL SUPPORT	25,000.
LOCAL FOOD HUB P.O. BOX 4647 CHARLOTTESVILLE, VA 22905	NONE	PUBLIC CHARITY	OPERATING SUPPORT	95,000.
MINDFUL SCHOOLS 1944 EMBARCADERO EAST OAKLAND, CA 94606	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	80,000.
Total from continuation sheets				2,460,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEWTON - WELLESLEY HOSPITAL CHARITY FOUNDATION 2014 WASHINGTON STREET NEWTON, MA 02462	NONE	PUBLIC CHARITY	GENERAL SUPPORT	265,000.
NORTHEASTERN UNIVERSITY: SOCIAL ENTERPRISE INSTITUTE 360 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	CAPSTONE GRANT PROGRAM	10,000.
NORTHFIELD MOUNT HERMON SCHOOL ONE LAMPLIGHTER WAY NORTHFIELD, MA 01354	NONE	PUBLIC CHARITY	GENERAL SUPPORT & FACULTY PROFESSIONAL DEVELOPMENT	50,000.
OPEN DOOR PRESCHOOL 1717 WEST 10TH STREET AUSTIN, TX 78703	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
PRISON UNIVERSITY PROJECT P.O. BOX 492 SAN QUENTIN, CA 94964	NONE	PUBLIC CHARITY	OPERATING SUPPORT	125,000.
RED GATE FARM EDUCATION CENTER PO BOX 300 BUCKLAND, MA 01338	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ROCKPORT CHAMBER MUSIC FESTIVAL 35 MAIN STREET ROCKPORT, MA 01966	NONE	PUBLIC CHARITY	GENERAL SUPPORT, EQUIPMENT REPAIR & LOAN INTEREST	15,000.
SOLI CHAMBER ENSEMBLE P.O. BOX 6062 SAN ANTONIO, TX 78209	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ST ANSELM COLLEGE 100 SAINT ANSELM DRIVE MANCHESTER, NH 03102	NONE	PUBLIC CHARITY	GENERAL SUPPORT & SCHOLARSHIPS	25,000.
SUMMER SEARCH BOSTON 3840 WASHINGTON STREET BOSTON, MA 02130	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE OPEN DOOR (CAPE ANN FOOD PANTRY & PRESCHOOL) 28 EMERSON AVENUE GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT & FEEDING SUCCESS PROGRAM	260,000.
THINKERY 1830 SIMOND AVENUE AUSTIN, TX 78723	NONE	PUBLIC CHARITY	SPECIAL PROJECT	65,000.
UT HEALTH SCIENCE CENTER SAN ANTONIO 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229-3900	NONE	PUBLIC CHARITY	DR JACKSON'S ALS CENTER	1,025,000.
WHEELCHAIR SPORTS AND RECREATION 906 HIGHWAY 98 E. DESTIN, FL 32541	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

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

NAME OF RECIPIENT - GLOUCESTER EDUCATION FOUNDATION

GENERAL SUPPORT, DATING VIOLENCE PROGRAM AND GRANT PROPOSAL VOLUNTEER

COORDINATOR & GRANT PROPOSAL WRITER

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BOND AMORTIZATION	645,920.	645,920.	
PARTNERSHIP FLOW THROUGH INTEREST	1,204.	1,204.	
VARIOUS ACCOUNTS	282,767.	282,767.	
TOTAL TO PART I, LINE 3	929,891.	929,891.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP FLOW THROUGH DIVIDENDS	286,294.	0.	286,294.	286,294.	
VARIOUS ACCOUNTS	1,665,390.	929,002.	736,388.	736,388.	
TO PART I, LINE 4	1,951,684.	929,002.	1,022,682.	1,022,682.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	<5,511.>	<5,511.>	
UBIT FROM PARTNERSHIPS	892.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,619.>	<5,511.>	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,405.	2,481.		9,924.
TO FM 990-PF, PG 1, LN 16A	12,405.	2,481.		9,924.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	40,784.	8,157.		32,627.
TO FORM 990-PF, PG 1, LN 16B	40,784.	8,157.		32,627.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOUNDATION ADVISORS PAYROLL SERVICE FEES	194,217. 1,262.	75,611. 1,262.		118,606. 0.
TO FORM 990-PF, PG 1, LN 16C	195,479.	76,873.		118,606.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	84,025.	0.		0.
FOREIGN TAXES	21,558.	21,558.		0.
PAYROLL TAXES	9,295.	9,295.		0.
STATE FILING FEES	1,004.	0.		1,004.
TO FORM 990-PF, PG 1, LN 18	115,882.	30,853.		1,004.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	17,316.	0.		17,316.
PRECIOUS METALS STORAGE EXPENSE	22,178.	22,178.		0.
INVESTMENT EXPENSES	203,846.	203,846.		0.
TO FORM 990-PF, PG 1, LN 23	243,340.	226,024.		17,316.

FOOTNOTES	STATEMENT 9
GRANTS PAID OUT DURING THE YEAR	3,445,000.
LESS PY GRANTS PAYABLE	<735,000.>
ADD CY GRANTS PAYABLE	630,000.
GRANT EXPENSE PER BOOKS	3,340,000.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCE IN ACTIVITY FROM FLOW-THROUGHS	74,026.
UNREALIZED DEPRECIATION ON INVESTMENTS	5,268,116.
UBIT FROM PARTNERSHIPS	892.
TOTAL TO FORM 990-PF, PART III, LINE 5	5,343,034.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BONDS	X		9,448,934.	9,448,934.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,448,934.	9,448,934.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,448,934.	9,448,934.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	20,891,177.	20,891,177.
AUSTRALIAN GOVERNMENT BONDS	COST	2,191,197.	2,191,197.
MUTUAL FUNDS	COST	27,985,252.	27,985,252.
TOTAL TO FORM 990-PF, PART II, LINE 13		51,067,626.	51,067,626.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLES	129,731.	135,043.	135,043.
TOTAL TO FORM 990-PF, PART II, LINE 15	129,731.	135,043.	135,043.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	285,462.	179,894.	
ACCRUED TAXES	79,402.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	364,864.	179,894.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES R. BARKER 10 NAOMI DRIVE GLOUCESTER, MA 01930	VP, CIO & DIRECTOR 20.00	125,000.	0.	0.
RICHARD KAHN 224 WEST LAKE DRIVE MONTAUK, NY 11954	DIRECTOR 0.50	0.	0.	0.
W.B. BARKER 23910 NORTH LINE CAMP SAN ANTONIO, TX 78255	VP & DIRECTOR 0.50	0.	0.	0.
MARGARET BARKER CLARK P.O. BOX 743 SAXTONS RIVER, VT 05154	PRESIDENT & DIRECTOR 0.50	0.	0.	0.
JOHN W. HOLMAN, JR. HINTZ, HOLMAN & ROBILLARD, INC, 400 CONNELL DRIVE, SUITE 5100 BERKELEY HTS, NJ 07922	DIRECTOR 0.50	0.	0.	0.

ROBERT P. CONNOR 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	TR/ ASST	SEC & DIRECTOR	0.50	0.	0.	0.
MARGARET S. BARKER MOORE 1933 ANTONE STREET AUSTIN, TX 78723	DIRECTOR		0.50	0.	0.	0.
WILLIAM S. BARKER 6 GRIST MILL ROAD ACTON, MA 01720	DIRECTOR		0.50	0.	0.	0.
TROY Y. MURRAY 47 WINGATE ROAD WELLESLEY, MA 02481	DIRECTOR		0.50	0.	0.	0.
KATHRYN BARKER 11411 ALBANO ROAD BARBOURSVILLE, VA 22923	DIRECTOR		0.50	0.	0.	0.
GREGORY D. BARKER 2140 OREGON STREET BERKELEY, CA 94705	DIRECTOR		0.50	0.	0.	0.
GRETCHEN LUCAS 100 FIRST ST, 14TH FLOOR SAN FRANCISCO, CA 94105	SECRETARY (1/1/14 - 7/17/14)		10.00	0.	0.	0.
J. BARRY TUBMAN 230 3RD AVENUE, 6TH FLOOR WALTHAM, MA 02451	SECRETARY (7/18/14 - 12/31/14)		10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			125,000.	0.	0.	0.

SCHEDULE B

STATEMENT 17

4431.315 SHS VANGUARD PREC METALS