

Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: **Demoulas Foundation**

Number and street (or P O box number if mail is not delivered to street address): **286 Chelmsford Street**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code: **Chelmsford, - MA 01824**

A Employer identification number: **04-2723441**

B Telephone number: **978-244-1024**

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): **\$ 29,687,427.**

J Accounting method: Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		7,356.	7,356.		Statement 1
4 Dividends and interest from securities		558,766.	558,766.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		566,122.	566,122.		
13 Compensation of officers, directors, trustees, etc		25,000.	12,500.		12,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		2,500.	1,250.		1,250.
b Accounting fees Stmt 4		12,500.	0.		12,500.
c Other professional fees Stmt 5		32,600.	12,500.		20,100.
17 Interest					
18 Taxes Stmt 6		5,400.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		1,568.	600.		968.
24 Total operating and administrative expenses. Add lines 13 through 23		79,568.	26,850.		47,318.
25 Contributions, gifts, grants paid		1,504,094.			1,504,094.
26 Total expenses and disbursements. Add lines 24 and 25		1,583,662.	26,850.		1,551,412.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,017,540.>			
b Net investment income (if negative, enter -0-)			539,272.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 27 2014

903 RECEIVED M 10 2014

2674

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		17,024,941.	16,383,194.	16,383,194.
	3	Accounts receivable ▶ 24,608.				
		Less: allowance for doubtful accounts ▶		14,943.	24,608.	24,608.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans Stmt 8		13,662,942.	13,279,625.	13,279,625.	
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		30,702,826.	29,687,427.	29,687,427.	
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				
	22	Other liabilities (describe ▶ Accrued Taxes)		294.	2,435.	
23	Total liabilities (add lines 17 through 22)		294.	2,435.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		30,702,532.	29,684,992.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	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		30,702,532.	29,684,992.		
31	Total liabilities and net assets/fund balances		30,702,826.	29,687,427.		

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	30,702,532.
2	Enter amount from Part I, line 27a	2	<1,017,540.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,684,992.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,684,992.

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	NONE			
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				
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				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) } { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	
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	

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))
2012	1,711,118.	30,611,957.	.055897
2011	1,692,680.	34,976,772.	.048394
2010	1,751,310.	33,890,681.	.051675
2009	1,650,735.	35,487,930.	.046515
2008	1,813,692.	34,753,852.	.052187
2	Total of line 1, column (d)		2 .254668
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 .050934
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 30,149,992.
5	Multiply line 4 by line 3		5 1,535,660.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 5,393.
7	Add lines 5 and 6		7 1,541,053.
8	Enter qualifying distributions from Part XII, line 4		8 1,551,412.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,393.
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	5,393.
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	5,393.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,940.	
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	2,940.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	38.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,491.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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"/> 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 2013 or the taxable year beginning in 2013 (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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>Demoulas Foundation</u> Telephone no. ▶ <u>978-244-1024</u> Located at ▶ <u>286 Chelmsford Street, Chelmsford, MA</u> ZIP+4 ▶ <u>01824</u>			
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 ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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 <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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.) <u>N/A</u>	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 2013 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 2013.) <u>N/A</u>	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 2013?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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. 6b X

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
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A 7b

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
Arthur T. Demoulas 286 Chelmsford Street Chelmsford, MA 01824	Trustee 4.00	0.	0.	0.
D. Harold Sullivan 286 Chelmsford Street Chelmsford, MA 01824	Fiscal Officer 4.00	25,000.	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
NONE		

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 Hospitals and Health Organizations	
	525,500.
2 Schools, Colleges and Universities	
	497,500.
3 Churches, Temples and Religious Organizations	
	279,000.
4 Civic and Cultural Organizations	
	157,094.

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	
	0.
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	0.
b	Average of monthly cash balances	1b	17,304,897.
c	Fair market value of all other assets	1c	13,304,232.
d	Total (add lines 1a, b, and c)	1d	30,609,129.
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	30,609,129.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	459,137.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,149,992.
6	Minimum investment return. Enter 5% of line 5	6	1,507,500.

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	1,507,500.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,393.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,393.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,502,107.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,502,107.
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	1,502,107.

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	1,551,412.
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	1,551,412.
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	5,393.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,546,019.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,502,107.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,500,117.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,551,412.				
a Applied to 2012, but not more than line 2a			1,500,117.	
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 2013 distributable amount				51,295.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,450,812.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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)

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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:

**Arthur T. Demoulas, Demoulas Foundation, 978-244-1024
286 Chelmsford Street, Chelmsford, MA 01824**

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

Letter request including need for contribution

c Any submission deadlines:

None

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

None

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
			Hospitals and Health Organizations	525,500.
			Schools, Colleges and Universities	497,500.
			Churches, Temples and Religious Organizations	279,000.
			Civic, Cultural and Other Charities	157,094.
			Youth Organizations	45,000.
Total	See continuation sheet(s)			1,504,094.
b Approved for future payment				
None				
Total				
				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue; 2 Membership dues and assessments; 3 Interest on savings and temporary cash investments (7,356); 4 Dividends and interest from securities (558,766); 5 Net rental income from real estate; 6 Net rental income from personal property; 7 Other investment income; 8 Gain or loss from sales of assets; 9 Net income from special events; 10 Gross profit from sales of inventory; 11 Other revenue; 12 Subtotal (566,122); 13 Total (566,122).

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

Table with 2 columns: 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).

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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: [Handwritten Signature]

Paid Preparer Use Only Print/Type preparer's name: Charles H. Comtois, CPA. Firm's name: Sullivan Bille, P.C. Firm's address: 600 Clark Road, Tewksbury, MA 01876.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Morgan Stanley	7,356.
Total to Form 990-PF, Part I, line 3, Column A	7,356.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Mortgage Notes	558,766.	0.	558,766.
Total to Fm 990-PF, Part I, ln 4	558,766.	0.	558,766.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Goldman Curtis	2,500.	1,250.		1,250.
To Fm 990-PF, Pg 1, ln 16a	2,500.	1,250.		1,250.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Sullivan, Bille P.C.	12,500.	0.		12,500.
To Form 990-PF, Pg 1, ln 16b	12,500.	0.		12,500.

Form 990-PF	Other Professional Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Joanne Marsden	25,000.	12,500.		12,500.
John Matthews	7,600.	0.		7,600.
To Form 990-PF, Pg 1, ln 16c	32,600.	12,500.		20,100.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	5,400.	0.		0.
To Form 990-PF, Pg 1, ln 18	5,400.	0.		0.

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous	1,318.	600.		718.
Taxes - Other	250.	0.		250.
To Form 990-PF, Pg 1, ln 23	1,568.	600.		968.

Form 990-PF	Mortgage Loans		Statement 8
Description	Book Value	Fair Market Value	
	13,279,625.	13,279,625.	
Total to Form 990-PF, Part II, line 12	13,279,625.	13,279,625.	

DEMOULAS FOUNDATION

04-2723441

FORM 990-PF, Part XV, #3 Contributions Paid During the Year Ended 12/31/13

<u>RECIPIENT</u>	<u>TOTAL</u>	<u>HOSPITALS AND HEALTH ORG</u>	<u>YOUTH ORGANIZATIONS</u>	<u>SCHOOLS COLLEGES UNIVERSITIES</u>	<u>CHUCHES TEMPLES RELIGIOUS</u>	<u>CIVIC & CULTURAL OTHER CHARITIES</u>
Academy of Notre Dame	25,000.00			25,000.00		
Anna Jaques Community Health Foundation	5,000.00	5,000.00				
Annunciation of the Virgin Mary Greek Orthodox Church (Brockton)	5,000.00				5,000.00	
Annunciation of the Virgin Mary Greek Orthodox Church Woburn)	5,000.00				5,000.00	
Annunciation Greek Orthodox Church (Newburyport)	1,000.00				1,000.00	
Armenian Church at Hye Point	3,500.00				3,500.00	
Assumption of the Virgin Mary Greek Orthodox Church(Dracut)	10,000.00				10,000.00	
Assumption of the Virgin Mary Greek Orthodox Church (Ipswich)	2,500.00				2,500.00	
Bellesini OSA Academy	2,500.00			2,500.00		
Bentley University	2,500.00			2,500.00		
Beth Israel Deaconess Medical Ctr.	25,000.00	25,000.00				
Blessed John XXIII National Seminary	2,500.00			2,500.00		
Boys & Girls Club of Fitchburg/Leominster	25,000.00		25,000.00			
Catholic Schools Foundation	25,000.00			25,000.00		
Central Catholic High School	10,000.00			10,000.00		
Children's Medical Research Foundation	3,000.00	3,000.00				
Colby-Sawyer College	5,000.00			5,000.00		
Community Health Center of Cape Cod	12,500.00	12,500.00				
Concord Hospital Trust	7,500.00	7,500.00				
Dana Farber Cancer Institute	25,000.00	25,000.00				
Dormition of the Assumption Orthodox Church (Somersworth)	2,500.00				2,500.00	
Dormition of the Assumption Orthodox Church (Somerville)	5,000.00				5,000.00	
Dracut Scholarship Foundation	2,500.00			2,500.00		
D'Youville Foundation	265,000.00	265,000.00				
Endicott College	10,000.00			10,000.00		
Esperanza Academy	2,500.00			2,500.00		
Fenn School	25,000.00			25,000.00		
First Baptist Church	2,500.00				2,500.00	
First United Baptist Church	2,500.00				2,500.00	
Franco American School	5,000.00			5,000.00		

Hellenic American Academy	225,000.00		225,000.00	
Hellenic College/Holy Cross	10,000.00		10,000.00	
Hellenic Nursing & Rehabilitation Center	10,000.00	10,000.00		
Holy Apostle's Sts. Peter & Paul Greek Orthodox Church	5,000.00			5,000.00
Holy Resurrection Orthodox Church (Claremont)	2,500.00			2,500.00
Holy Trinity Greek Orthodox Church (Lowell)	12,500.00			12,500.00
Holy Trinity Greek Orthodox Church (Fitchburg)	5,000.00			5,000.00
Holy Trinity Greek Orthodox Church (Concord, NH)	5,000.00			5,000.00
Holy Trinity Ladies Philoptothos Society	2,500.00			2,500.00
iBMe, Inc.	15,000.00	15,000.00		
Immaculate Conception Church (Lowell)	10,000.00			10,000.00
Immaculate Conception School	5,000.00		5,000.00	
Joslin Diabetes Center	5,000.00	5,000.00		
Latin American Health Institute	5,000.00	5,000.00		
Lawrence Catholic Academy	10,000.00		10,000.00	
Lazarus House	50,000.00			50,000.00
Lowell Association for the Blind	10,000.00	10,000.00		
Lowell Catholic High School	7,500.00		7,500.00	
Lowell General Hospital	15,000.00	15,000.00		
Lowell Plan (The)	25,000.00			25,000.00
Medicine for Humanity	10,000.00	10,000.00		
Merrimack College	10,000.00		10,000.00	
Merrimack Valley Hospice	15,000.00	15,000.00		
Metropolis of Boston	5,000.00			5,000.00
Metropolis of Boston (Camp)	10,000.00			10,000.00
Metropolitan Opera	33,094.00			33,094.00
Middlesex Schools	25,000.00		25,000.00	
Middlesex Innovation and Leadership Enterprise	5,000.00		5,000.00	
New England Dressage Association)	5,000.00			5,000.00
New England Baptist Hospital	10,000.00	10,000.00		
New Hampshire Food Bank	15,000.00			15,000.00
Northeast Health Foundation (Addison Gilbert Hospital)	5,000.00	5,000.00		
Notre Dame High School	5,000.00		5,000.00	
Oblates Mission Foundation	2,500.00			2,500.00
Parish of Christ Church	2,500.00			2,500.00
Paul H. Sullivan Leadership Institute	12,500.00		12,500.00	

Pawtucket Congregationsl Church of Lowell	3,500.00			3,500.00
Perkins School for the Blind	5,000.00	5,000.00		
Phillip's Academy	7,500.00		7,500.00	
Phillip's Academy (Ms2)	2,500.00		2,500.00	
Pike School	5,000.00		5,000.00	
Pingree School	5,000.00		5,000.00	
Presentation of Mary - Hudson	5,000.00		5,000.00	
Presentation of Mary Academy	5,000.00		5,000.00	
Rivier College	5,000.00		5,000.00	
Roman W. DeSanctis, MD Legacy Fund	25,000.00	25,000.00		
Runway for Recovery	5,000.00			5,000.00
Sacred Heart School	2,500.00		2,500.00	
Saint Nicholas Greek Orthodox Church (Portsmouth)	1,000.00			1,000.00
Saint Patrick's Church (Lowell)	10,000.00			10,000.00
Service Club of Andover	5,000.00			5,000.00
Shriners Hospital-Boston	10,000.00	10,000.00		
Sisters of the Precious Blood	1,000.00			1,000.00
St. Anthony's Maronite Church	2,500.00			2,500.00
St. Anthony's Parish (Lowell)	2,500.00			2,500.00
St. Athanasius the Great Greek Orthodox Church (Arlington)	10,000.00			10,000.00
St. Augustine's Church	5,000.00			5,000.00
St. Demetrios Greek Orthodox Church	5,000.00			5,000.00
St. Francis Church	2,500.00			2,500.00
St. George Antiochin Orthodox Church	3,500.00			3,500.00
St. George Greeek Orthodox Church (Centerville)	1,000.00			1,000.00
St. George Greeek Orthodox Church (Dartmouth)	2,500.00			2,500.00
St. George Greek Orthodox Cathedral (Manchester)	5,000.00			5,000.00
St. George Greek Orthodox Church (Keene)	2,500.00			2,500.00
St. George Greek Orthodox Church (Lowell)	2,500.00			2,500.00
St. George Greek Orthodox Church (Lynn)	12,500.00			12,500.00
St. Jeanne D'Arc School	4,000.00		4,000.00	
St. Joseph the Worker Shrine	2,000.00			2,000.00
St. Joseph's Hospital- Nashua	10,000.00	10,000.00		
St. Jude Children's Research Hospital	5,000.00	5,000.00		
St. Louis Elementary School	3,500.00		3,500.00	
St. Margaret's Church	5,000.00			5,000.00

St. Margaret's School	2,500.00		2,500.00		
St. Michael Parish (Lowell)	10,000.00				10,000.00
St. Michael's Church (No Andover)	5,000.00				5,000.00
St. Nicholas Hellenic Church (Lexington)	2,500.00				2,500.00
St. Nicholas Hellenic Church (Portsmouth)	2,500.00				2,500.00
St. Patrick's Church (Lawrence)	5,000.00				5,000.00
St. Patrick's School (Pelham)	2,500.00		2,500.00		
St. Patrick's School (Lowell)	5,000.00		5,000.00		
St. Philip's Hellenic Church	7,500.00				7,500.00
St. Spyridon Cathedral	5,000.00				5,000.00
St. Vartanantz Armenian Church	5,000.00				5,000.00
St. Vasilios Church (Newport, NH)	2,000.00				2,000.00
St. Vasilios Greek Orthodox Church (Peabody)	7,500.00				7,500.00
Sts. Constantine & Helen Orthodox Church (Andover)	13,000.00				13,000.00
Sts. Constantine & Helen Orthodox Church (Cambridge)	3,000.00				3,000.00
Sturdy Memorial Foundation	5,000.00	5,000.00			
Taxiarchae-Archangels Greek Orthodox Church (Laconia)	2,500.00				2,500.00
Taxiarchae-Archangels Greek Orthodox Church (Watertown)	12,500.00				12,500.00
The Cystic Fibrosis Foundation	5,000.00	5,000.00			
Think Kids @ MGH	5,000.00	5,000.00			
Thomas More College of Liberal Arts	2,500.00			2,500.00	
Tommy McNamara Charitable Foundation	5,000.00		5,000.00		
Transfiguration Greek Orthodox Church (Lowell)	12,000.00				12,000.00
Transfiguration Ladies Philoptochos Society	2,500.00				2,500.00
United Negro College Fund	7,500.00			7,500.00	
VNA/Hospice of Gtr. Lowell	20,000.00	20,000.00			
Wentworth-Douglass Hospital & Health Foundation	7,500.00	7,500.00			
West Parish Garden Cemetery	20,000.00				20,000.00
Prior Year Contribution Returned	(1,000.00)				(1,000.00)
	<u>1,504,094.00</u>	<u>525,500.00</u>	<u>45,000.00</u>	<u>497,500.00</u>	<u>279,000.00</u>
					<u>157,094.00</u>