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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type See Specific Instructions

Name of foundation
HURDLE HILL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
WOODSTOCK SERVICES CO LLC 27 SCHOOL ST

City or town, state, and ZIP code
BOSTON, MA 02108

A Employer identification number
04-6012782

B Telephone number
617-227-0600

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 ☐

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

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ **298,376.** (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	100,497.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	67.	67.		STATEMENT 2
	4 Dividends and interest from securities	5,033.	5,033.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-21,914.			STATEMENT 1
	b Gross sales price for all assets on line 6a	116,596.			
	7 Capital gain net income (from Part IV, line 2)		62,163.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	104.	104.		STATEMENT 4
	12 Total. Add lines 1 through 11	83,787.	67,367.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	5,000.	3,300.		1,700.
	c Other professional fees STMT 6	2,565.	1,693.		872.
	17 Interest				
	18 Taxes STMT 7	1,983.	15.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	70.	0.		70.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,618.	5,008.		2,642.
	25 Contributions, gifts, grants paid	108,700.			108,700.
	26 Total expenses and disbursements. Add lines 24 and 25	118,318.	5,008.		111,342.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-34,531.			
	b Net investment income (if negative, enter -0-)		62,359.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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	45,982.	43,612.	43,612.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	262,721.	230,558.	254,764.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
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)	308,703.	274,170.	298,376.	
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 ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	308,703.	274,170.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	308,703.	274,170.		
31 Total liabilities and net assets/fund balances	308,703.	274,170.		

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	308,703.
2 Enter amount from Part I, line 27a	2	-34,531.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	274,172.
5 Decreases not included in line 2 (itemize) ▶ DIFFERENCE DUE TO ROUNDING	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	274,170.

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 116,596.		54,433.	62,163.

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			62,163.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	62,163.
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 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))
2008	135,556.	323,441.	.419106
2007	135,424.	366,353.	.369654
2006	196,456.	326,646.	.601434
2005	202,520.	314,486.	.643971
2004	231,902.	343,395.	.675321

2 Total of line 1, column (d)	2	2.709486
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	.541897
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	259,137.
5 Multiply line 4 by line 3	5	140,426.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	624.
7 Add lines 5 and 6	7	141,050.
8 Enter qualifying distributions from Part XII, line 4	8	111,342.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,247.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	1,247.
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	1,247.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,040.	
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	2,040.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1.	
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	792.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 792. Refunded ☐	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 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) ☐ 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 2009 or the taxable year beginning in 2009 (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

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► WOODSTOCK SERVICES CO LLC Telephone no. ► 617-227-0600
 Located at ► 27 SCHOOL STREET, BOSTON, MA ZIP+4 ► 02108

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		X

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

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?

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
HENRY P. PHIPPEN	TRUSTEE			
C/O AGAWAM TRUST & MANAGEMENT, 27 SCH	2.00	0.	0.	0.
BOSTON, MA 02108				
WILLIAM L. PHIPPEN	TRUSTEE			
C/O AGAWAM TRUST & MANAGEMENT, 27 SCH	2.00	0.	0.	0.
BOSTON, MA 02108				
PETER D. PHIPPEN	TRUSTEE			
C/O AGAWAM TRUST & MANAGEMENT, 27 SCH	2.00	0.	0.	0.
BOSTON, MA 02108				

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

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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 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.

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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	222,935.
b	Average of monthly cash balances	1b	40,148.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	263,083.
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	263,083.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,946.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	259,137.
6	Minimum investment return. Enter 5% of line 5	6	12,957.

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	12,957.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,247.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,247.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,710.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,710.
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	11,710.

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	111,342.
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	111,342.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,342.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				11,710.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	14,269.			
b From 2005				
c From 2006				
d From 2007	135,424.			
e From 2008	121,408.			
f Total of lines 3a through e	271,101.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	111,342.			
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				11,710.
e Remaining amount distributed out of corpus	99,632.			
5 Excess distributions carryover applied to 2009 (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:	370,733.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
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 2004 not applied on line 5 or line 7	14,269.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	356,464.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	135,424.			
d Excess from 2008	121,408.			
e Excess from 2009	99,632.			

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 2009, 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)

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

TRUSTEE

Title

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

WOODSTOCK SERVICES COMPANY LLC
27 SCHOOL STREET, SUITE 200
BOSTON, MA 02108

Date _____

8/5/10

Check if self-employed	
------------------------	--

Preparer's identifying number: 11111111

EIN ▶

Phone no. 617-227-3717

Form **990-PF** (2009)

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

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

OMB No 1545-0047

2009

Name of the organization

HURDLE HILL FOUNDATION

Employer identification number

04-6012782

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 of \$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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

HURDLE HILL FOUNDATION

04-6012782

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANNE W. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 7,010.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	ANNE W. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	DAVID O. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 6,023.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	DAVID O. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 4,011.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
5	EDITH M. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 7,055.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
6	EDITH M. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 6,006.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

HURDLE HILL FOUNDATION

04-6012782

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	HENRY P. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 5,513.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
8	JOANNA L. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 16,019.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	MORRIS L. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 2,239.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
10	PETER D. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	SUSANNE PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 4,017.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
12	SUSANNE PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 5,013.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

HURDLE HILL FOUNDATION

04-6012782

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	TAYLOR PHIPPEN ADAMS WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 2,524.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
14	WILLIAM L. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 1,792.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
15	SUSANNE PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 8,544.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
16	WILLIAM L. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 5,212.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
17	WILLIAM L. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 7,008.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
18	WILLIAM L. PHIPPEN WOODSTOCK SERVICES CO, 27 SCHOOL STREET BOSTON, MA 02108	\$ 7,508.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

HURDLE HILL FOUNDATION

04-6012782

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	257 SHRS SYSCO	\$ 7,010.	11/19/09
2		\$	
3	103 SHRS ALLERGAN	\$ 6,023.	11/06/09
4	67 SHRS PROCTOR & GAMBLE	\$ 4,011.	11/06/09
5	113 SHRS PEPISCO	\$ 7,055.	11/13/09
6	97 SHRS PROCTOR & GAMBLE	\$ 6,006.	11/13/09

Name of organization

Employer identification number

HURDLE HILL FOUNDATION

04-6012782

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	SEE STATEMENT 11	\$ 5,513.	11/10/09
8	530 SHRS MICROSOFT	\$ 16,019.	12/17/09
9	46 SHRS CHUBB	\$ 2,239.	12/17/09
11	66 SHRS JOHNSON & JOHNSON	\$ 4,017.	11/13/09
12	81 SHRA PROCTOR & GAMBLE	\$ 5,013.	11/13/09
13	95 SHRS SYSCO	\$ 2,524.	11/06/09

Name of organization

Employer identification number

HURDLE HILL FOUNDATION

04-6012782

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
14	111 SHRS GENERAL ELECTRIC 142 SHS JOHNSON & JOHNSON	\$ 1,792.	12/01/09
15	168 SHRS CHUBB	\$ 8,544.	11/13/09
16	323 SHRS GENERAL ELECTRIC	\$ 5,215.	12/01/09
17	SEE STATEMENT 12	\$ 7,008.	12/01/09
18	119 SHRS PROCTOR & GAMBLE	\$ 7,508.	12/01/09
		\$	

HURDLE HILL FOUNDATION

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	225 IMS HEALTH	P		
b	17.50 AMERICAN INTERNATIONAL GROUP	P		
c	225 WYETH	P		
d	.6250 PFIZER	P		
e	95 SYSCO CORP	P		
f	98 ALLERGAN INC	P		
g	67 PROCTOR & GAMBLE	P		
h	194 MICROSOFT	P		
i	168 CHUBB	P		
j	66 JOHNSON & JOHNSON	P		
k	113 PEPISCO	P		
l	178 PROCTOR & GAMBLE	P		
m	257 SYSCO	P		
n	434 GENERAL ELECTRIC	P		
o	312 ORACLE	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,035.		6,280.	-3,245.
b 444.		5,477.	-5,033.
c 11,338.		11,601.	-263.
d 11.		11.	0.
e 2,552.		803.	1,749.
f 5,887.		6,347.	-460.
g 4,169.		978.	3,191.
h 5,650.		525.	5,125.
i 8,565.		46.	8,519.
j 4,096.		795.	3,301.
k 7,037.		5,463.	1,574.
l 11,094.		2,470.	8,624.
m 6,929.		32.	6,897.
n 6,909.		3,452.	3,457.
o 7,001.		3,610.	3,391.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,245.
b			-5,033.
c			-263.
d			0.
e			1,749.
f			-460.
g			3,191.
h			5,125.
i			8,519.
j			3,301.
k			1,574.
l			8,624.
m			6,897.
n			3,457.
o			3,391.

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 }

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

2

3

HURDLE HILL FOUNDATION

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	119 PROCTOR & GAMBLE	P		
b	225 SYSCO CORP	P		
c	46 CHUBB	P		
d	530 MICROSOFT	P		
e				
f				
g				
h				
i				
j				
k				
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 7,501.		3,011.	4,490.
b 6,290.		2,170.	4,120.
c 2,194.		16.	2,178.
d 15,894.		1,346.	14,548.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,490.
b			4,120.
c			2,178.
d			14,548.
e			
f			
g			
h			
i			
j			
k			
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	62,163.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
225 IMS HEALTH				PURCHASED		
	3,035.	6,280.	0.	0.	-3,245.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
17.50 AMERICAN INTERNATIONAL GROUP				PURCHASED		
	444.	17,407.	0.	0.	-16,963.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
225 WYETH				PURCHASED		
	11,338.	11,601.	0.	0.	-263.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
.6250 PFIZER	11.	11.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
95 SYSCO CORP	2,552.	2,524.	0.		0.	28.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
98 ALLERGAN INC	5,887.	7,556.	0.		0.	-1,669.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
67 PROCTOR & GAMBLE	4,169.	4,011.	0.		0.	158.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
194 MICROSOFT	5,650.	5,513.	0.			137.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
168 CHUBB	8,565.	8,544.	0.			21.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
66 JOHNSON & JOHNSON	4,096.	4,017.	0.			79.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
113 PEPISCO	7,037.	7,055.	0.			-18.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
178 PROCTOR & GAMBLE				PURCHASED		
	11,094.	11,019.	0.	0.	75.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
257 SYSCO				PURCHASED		
	6,929.	7,010.	0.	0.	-81.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
434 GENERAL ELECTRIC				PURCHASED		
	6,909.	7,007.	0.	0.	-98.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
312 ORACLE				PURCHASED		
	7,001.	7,008.	0.	0.	-7.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
119 PROCTOR & GAMBLE	7,501.	7,505.	0.		0.	-4.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
225 SYSCO CORP	6,290.	6,184.	0.		0.	106.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
46 CHUBB	2,194.	2,239.	0.		0.	-45.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
530 MICROSOFT	15,894.	16,019.	0.		0.	-125.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						-21,914.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WOODSTOCK CORPORATION	67.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	67.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WOODSTOCK CORPORATION	5,033.	0.	5,033.
TOTAL TO FM 990-PF, PART I, LN 4	5,033.	0.	5,033.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	104.	104.	
TOTAL TO FORM 990-PF, PART I, LINE 11	104.	104.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WOODSTOCK SERVICES CO - ACCOUNTING	5,000.	3,300.		1,700.
TO FORM 990-PF, PG 1, LN 16B	5,000.	3,300.		1,700.

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	
WOODSTOCK CORPORATION - TRUSTEE FEE	2,565.	1,693.		872.	
TO FORM 990-PF, PG 1, LN 16C	2,565.	1,693.		872.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INTERNAL REVENUE SERVICE - ESTIMATES	1,968.	0.		0.	
FOREIGN TAX WITHHOLDING	15.	15.		0.	
TO FORM 990-PF, PG 1, LN 18	1,983.	15.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMMONWEALTH OF MASS -FORM PC FILING FEE	70.	0.		70.	
TO FORM 990-PF, PG 1, LN 23	70.	0.		70.	

FORM 990-PF

CORPORATE STOCK

STATEMENT

9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10 SHS GOOGLE INC CL A	4,641.	6,200.
100 SHS APACHE	6,630.	10,317.
100 SHS COLGATE PALMOLIVE	5,412.	8,215.
100 SHS FISERV INC	5,243.	4,848.
125 SHS EXXON MOBIL	10,023.	8,524.
125 SHS MSCI EAFE	8,919.	6,910.
130 SHS STATE STREET CORP	5,031.	5,660.
150 SHS BANK OF AMERICA	4,108.	2,259.
150 SHS MCDONALDS	4,784.	9,366.
150 SHS WALGREEN CO	5,508.	5,508.
175 SHS ALLERGAN INC	5,782.	11,027.
175 SHS MEDITRONIC	8,814.	7,697.
175 SHS PROCTER & GAMBLE	5,678.	10,610.
175 SHS STRYKER	8,556.	8,815.
179 SHS VODAFONE GROUP PLC	6,566.	4,133.
200 SHS BP AMOCO PLC	10,889.	11,594.
200 SHS ORACLE	2,698.	4,906.
200 SHS QUESTAR	8,557.	8,314.
225 SHS ABBOTT LABS	12,222.	12,148.
225 SHS IMS HEALTH	0.	0.
225 SHS SYSCO CORP COM	0.	0.
225 SHS WYETH	0.	0.
250 SHS CISCO SYSTEMS	4,925.	5,985.
250 SHS CVS CORP	5,686.	8,053.
550 SHS HANESBRANDS	7,997.	13,261.
250 SHS MCCORMICKS	8,412.	9,033.
275 SHS PEPSICO	9,736.	16,720.
350 EMC CORP MASS	4,037.	6,115.
350 SHS AMERICAN INTERNATIONAL GROUP	0.	0.
350 SHS GENERAL ELECTRIC	16,386.	5,296.
425 SHS MICROSOFT	17,110.	12,954.
50 SHS 3M CO.	3,712.	4,134.
25 SHS IBM	2,030.	3,273.
75 SHS SPX CORP	8,961.	4,103.
94 SHS BANK OF NEW YORK MELLON	2,906.	2,629.
40 INTUTIVE SURGICAL	4,740.	12,137.
221 PFIZER	3,859.	4,020.
TOTAL TO FORM 990-PF, PART II, LINE 10B	230,558.	254,764.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ABORTION RIGHTS FUND OF WESTERN MA P O BOX 732 HADLEY, MA 1035	HEALTH	NONE	1,000.
ACORD FOOD PANTRY 69 WILLOW ST HAMILTON, MA 01982	NONE SOCIAL	NONE	650.
AMERICAN FARM SCHOOL 1133 BROADWAY NEW YORK, NY 10010	NONE EDUCATIONAL	NONE	0.
AMERICAN RED CROSS 285 COLUMBUS AVE BOSTON, MA 02116	NONE SOCIAL	NONE	500.
ASSUMPTION GREEK ORTHODOX CHURCH 8 LAFAYETTE ROAD IPSWICH, MA 01938	NONE RELIGIOUS	NONE	1,000.
BEVERLY BOOTSTRAPS FOOD PANTRY 221 CABOT ST BEVERLY, MA 01915	NONE SOCIAL	NONE	350.
BEVERLY HOSPITAL 85 HERRICK ST BEVERLY FARMS, MA 01915	MEDICAL	NONE	1,000.
BOSTON BIOMEDICAL RESEARCH INSTITUTE 64 GROVE ST WATERTOWN, MA 02472	NONE MEDICAL	NONE	2,000.

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BOSTON RESCUE MISSION 39 KINGSTON STREET BOSTON, MA 02111	NONE SOCIAL	NONE	250.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVE BOSTON, MA 02115	NONE CULTURAL	NONE	500.
CENTER FOR PLANT CONSERVATION PO BOX 229 ST LOUIS, MO 63166	NONE EDUCATIONAL	NONE	2,150.
CHILDREN'S HOSPITAL LONGWOOD AVE BOSTON, MA 02108	NONE MEDICAL	NONE	250.
CHRIST CHURCH OF HAMILTON & WENHAM 149 ASHBURY ST SOUTH HAMILTON, MA 01982	NONE RELIGIOUS	NONE	3,500.
DIABETES SOCIETY OF GREATER BOSTON 1330 BEACON ST BROOKLINE, MA 02467	NONE MEDICAL	NONE	500.
DOCTORS WITHOUT BORDERS 333 7TH AVE NEW YORK, NY 10001	NONE SOCIAL	NONE	250.
EPISCOPAL DOICESE OF MASSACHUSETTS 138 TREMONT STREET BOSTON, MA 02111	NONE RELIGIOUS	NONE	0.
ESSEX COUNTY GREENBELT ASSN 82 EASTERN AVENUE ESSEX, MA 01929	NONE CONSERVATION	NONE	2,000.
ESSEX NATIONAL HERITAGE COMMISSON 221 ESSEX STREET #41 SALEM, MA 01970	NONE CONSERVATION	NONE	100.

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EXPRESS YOURSELF 6 ELLIS ST PEABODY, MA 01960	NONE SOCIAL	NONE	750.
FIRST UNIVERSALIST CHURCH OF ESSEX 59 MAIN STREET ESSEX, MA 01929	NONE RELIGIOUS	NONE	1,000.
FOOD BANK OF WESTERN MASS P O BOX 160 HATFIELD, MA 1038	NONE SOCIAL	NONE	1,000.
FOOD PROJECT 10 LEWIS STREET LINCOLN, MA 01773	NONE SOCIAL	NONE	1,000.
GLEN URQUHART SCHOOL 74 HART ST BEVERLY FARMS, MA 01915	NONE EDUCATIONAL	NONE	23,450.
GLOBE SANTA FUND PO BOX 845059 BOSTON, MA 02284	NONE SOCIAL	NONE	650.
GOVERNOR DUMMER ACADEMY 1 ELM ST BYFIELD, MA 01923	NONE EDUCATIONAL	NONE	3,500.
GREENFIELD COMMUNITY COLLEGE ONE COLLEGE DRIVE GREENFIELD, MA 01301	NONE EDUCATIONAL	NONE	0.
GREENPEACE USA 702 H ST NW WASHINGTON, DC 20001	NONE EDUCATIONAL	NONE	250.
HAMILTON WENHAM COMMUNITY SERVICE 284 BAY ROAD HAMILTON, MA 01982	NONE EDUCATIONAL	NONE	0.

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HAMILTON WENHAM EDUCATIONAL FUND P O BOX 2433 SOUTH HAMILTON, MA 01982	NONE EDUCATIONAL	NONE	0.
HARTWICK COLLEGE 1 HARTWICK DR ONEONTA, NY 13870	NONE EDUCATIONAL	NONE	750.
HEIFER PROJECT INTERNATIONAL PO BOX 8058 LITTLE ROCK, AR 72203	NONE SOCIAL	NONE	250.
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVE BOSTON, MA 02115	NONE SOCIAL	NONE	250.
IPSWICH RIVER WATERSHED ASSOCIATION INC 240 COUNTY ROAD IPSWICH, MA 01938	NONE CONSERVATION	NONE	2,450.
JIMMY FUND-DANA FARBER CANCER INST. LONGWOOD AVE BOSTON, MA 02108	NONE MEDICAL	NONE	0.
JOURNEY OF HOPE P O BOX 210390 ANCHORAGE, AK 995210390	SOCIAL	NONE	1,000.
JUVENILLE DIABETES RESEARCH 60 WALNUT STREET WELLESEY HILLS, MA 02481	MEDICAL	NONE	3,000.
KIEVE-WAVUS EDUCATION FUND 42 KIEVE ROAD NOBELBORO, MA 04555	NONE EDUCATIONAL	NONE	250.
LANDMARK SCHOOL ANNUAL FUND 429 HALE ST PRIDES CROSSING, MA 01965	NONE EDUCATIONAL	NONE	1,500.

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MAKE-A-WISH-FOUNDATION 1 BULFINCH PLACE BOSTON, MA 02114	NONE SOCIAL	NONE	500.
MANCHESTER ESSEX CONSERVATION TRUST P O BOX 1486 MANCHESTERBYTHESEA, MA 01944	NONE CONSERVATION	NONE	250.
MARY BAKER EDDY LIBRARY 200 MASSACHUSETTS AVENUE BOSTON, MA 02115	EDUCATIONAL	NONE	200.
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE EDUCATIONAL	NONE	1,750.
MASSACHUSETTS HORTICULTURAL SOCIETY ELM BANK 900 WASHINGTON ST WELLESLEY, MA 02482	NONE EDUCATIONAL	NONE	0.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 101 A FIRST AVE WALTHAM, MA 02154	NONE MEDICAL	NONE	500.
NATURAL RESOURCES DEFENSE COUNCIL PO BOX 96048 WASHINGTON, DC 20077	NONE CONSERVATION	NONE	1,000.
NORTH BEVERLY BOUNDLESS PLAYGROUND FUND 280 TRUMBULL ST HARTFORD , CT 06108	ON SOCIAL	NONE	0.
NORTH SHORE MEDICAL CENTER 81 HIGHLAND AVE SALEM, MA 01970	NONE MEDICAL	NONE	3,000.
NORTH SHORE MUSIC THEATER 62 DUNHAM ROAD BEVERLY, MA 01915	NONE CULTURAL	NONE	0.

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NORTHAMPTON SURVIVAL CENTER 260 PROSPECT STREET NORTHAMPTON, MA 01060	NONE SOCIAL	NONE	1,000.
NORTHEASTERN UNIVERSITY 360 HUNTINGTON AVE BOSTON, MA 02115	NONE EDUCATIONAL	NONE	500.
NORTHSHORE YOUTH SYMPHONY ORCHESTRA PO BOX 195 TOPSFIELD, MA 01983	NONE CONSERVATION	NONE	150.
NOTRE DAME CHILDREN'S CLASS 74 GRAPEVINE ROAD WENHAM, MA 01984	NONE EDUCATIONAL	NONE	1,250.
NSMC FOUNDATION MAIN ST PEABODY, MA 01960	NONE MEDICAL	NONE	800.
PARTNERS HOME CARE 281 WINTER STREET, SUITE 240 WALTHAM, MA 02451	NONE MEDICAL	NONE	0.
PEABODY ESSEX MUSEUM EAST INDIA SQUARE SALEM, MA 01970	NONE CULTURAL	NONE	3,000.
PINE STREET INN 444 HARRISON AVE BOSTON, MA 02119	NONE SOCIAL	NONE	500.
PLANNED PARENTHOOD LEAGUE OF MASS 1055 COMMONWEALTH AVE BOSTON, MA 02215	NONE EDUCATIONAL	NONE	250.
PROCTOR ACADEMY 63 NORTH ST ANDOVER, NH 03216	NONE EDUCATIONAL	NONE	4,000.

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PROJECT ADVENTURE INC 701 CABOT ST BEVERLY, MA 01915	NONE EDUCATIONAL	NONE	2,000.
PROJECT BREAD 145 BORDER ST EAST BOSTON, MA 02128	NONE SOCIAL	NONE	250.
ROSIE'S PLACE 889 HARRISON AVE BOSTON, MA 02118	NONE SOCIAL	NONE	250.
SHAUGNESSEY KAPLAN REHABILITATION HOSPITAL DOVE AVENUE SALEM, MA 01970	NONE MEDICAL	NONE	500.
SIERRA CLUB NATIONAL HEADQUARTERS 82 SECOND ST SAN FRANCISCO, CA 94105	NONE EDUCATIONAL	NONE	0.
SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY	NONE EDUCATIONAL	NONE	250.
SMITH COLLEGE 7 COLLEGE LANE NORTHAMPTON, MA 01063	NONE EDUCATIONAL	NONE	1,500.
SPAULDING EDUCATIONAL TRUST PO BOX 192 MANCHESER, MA 01944	NONE SOCIAL	NONE	100.
ST JUDE'S 332 N. LAUDERDALE MEMPHIS, TN 381052794	NONE MEDICAL	NONE	200.
THE ABRAHAM HOUSE P O BOX 305 MOTT HAVEN STATION BRO, NY 10450	NONE SOCIAL	NONE	100.

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THE BROOKWOOD SCHOOL P O BOX 1429 MANCHESTER, MA 01944	NONE EDUCATIONAL	NONE	600.
THE NATURE CONSERVANCY 205 PORTLAND ST BOSTON, MA 02114	NONE CONSERVATION	NONE	6,500.
THE PINGREE SCHOOL 537 HIGHLAND AVE SOUTH HAMILTON, MA 01982	NONE EDUCATIONAL	NONE	2,850.
THE TRI ROK FOUNDATION	NONE EDUCATIONAL	NONE	2,250.
THE TRUSTEE OF RESERVATIONS 572 ESSEX ST BEVERLY, MA 01915	NONE EDUCATIONAL	NONE	5,000.
THELMA CREAMER FUND BRANDON, FL 33509	NONE SOCIAL	NONE	0.
THOMPSON ISLAND OUTWARD EDUCATION CENTER PO BOX 127 BOSTON, MA 02127	NONE EDUCATIONAL	NONE	500.
TOWN OF ESSEX LIBRARY 138 MAIN ST WENHAM, MA 01984	NONE EDUCATIONAL	NONE	0.
TOWN OF WENHAM 138 MAIN ST WENHAM, MA 01984	NONE SOCIAL	NONE	0.
UNITED WAY OF CENTRAL NORTH SHORE 248 CABOT ST BEVERLY, MA 01915	NONE SOCIAL	NONE	2,350.

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UNIVERSITY OF NEW HAMPSHIRE FUND 9 EDGEWOOD ROAD DURHAM, NH 03824	NONE EDUCATIONAL	NONE	100.
VERMONT LAND TRUST 8 BAILEY AVE MONTPELIER, VT 05602	NONE CONSERVATION	NONE	100.
WBUR 890 COMMONWEALTH AVE BOSTON, MA 02215	NONE EDUCATIONAL	NONE	500.
WELLSPRING HOUSE 890 COMMONWEALTH AVE BOSTON, MA 02215	NONE SOCIAL	NONE	100.
WENHAM HISTORIAL ASSOCIATION & MUSEUM 132 MAIN ST WENHAM, MA 01984	NONE EDUCATIONAL	NONE	3,600.
WGBH 125 WESTERN AVE BOSTON, MA 02108	NONE EDUCATIONAL	NONE	1,000.
WINDRUSH FARM 890 COMMONWEALTH AVE BEVERLY FARMS, MA 01915	NONE EDUCATIONAL	NONE	150.
WOOD'S HOLE ASSOCIATION 266 WOODS HOLE ROAD WOODS HOLE, MA 02543	NONE EDUCATIONAL	NONE	1,000.
WORLD WILDLIFE FUND INC 1250 TWENTY-FOURTH ST NW WASHINGTON, DC 20037	NONE EDUCATIONAL	NONE	1,250.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			108,700.