



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**2012****Open to Public Inspection****For calendar year 2012 or tax year beginning****, 2012, and ending****, 20**

Name of foundation Henry Family Foundation		A Employer identification number 02-0516848
Number and street (or P O box number if mail is not delivered to street address) PO Box 860	Room/suite	B Telephone number (see instructions) 603-863-1989
City or town, state, and ZIP code Grantham, NH 03753-0860		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 495,142.56	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	244 00	244 00		
	4 Dividends and interest from securities	14,066 31	14,066 31		
	5a Gross rents	0	0		
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	13,399 45			
	b Gross sales price for all assets on line 6a	250,130 30			
	7 Capital gain net income (from Part IV, line 2)		10,399 45		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0				
12 Total. Add lines 1 through 11	24,709 76	24,709 76	N/A		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages	0	0		0
	15 Pension plans, employee benefits	0	0		0
	16a Legal fees (attach schedule)	0	0		0
	b Accounting fees (attach schedule)	0	0		0
	c Other professional fees (attach schedule)	3,621 46	3,621 46		0
	17 Interest	0	0		0
	18 Taxes (attach schedule) (see instructions)	238 96	238 96		0
	19 Depreciation (attach schedule) and depletion	0	0		0
	20 Occupancy	0	0		0
	21 Travel, conferences, and meetings	0	0		0
	22 Printing and publications	0	0		0
	23 Other expenses (attach schedule)	233 22	0		233 22
	24 Total operating and administrative expenses. Add lines 13 through 23	4,093 64	3,860 42	N/A	233 22
	25 Contributions, gifts, grants paid	22,526 00			22,526 00
26 Total expenses and disbursements. Add lines 24 and 25	26,619 64	3,860 42	N/A	22,759 22	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(1,909 88)				
b Net investment income (if negative, enter -0-)		20,849 34			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED AUG 20 2013

214 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing			729 67	870 45	870 45
	2 Savings and temporary cash investments			40,010 02	56,699 14	56,699 14
	3 Accounts receivable ▶	0				
	Less: allowance for doubtful accounts ▶	0		0	0	0
	4 Pledges receivable ▶	0				
	Less: allowance for doubtful accounts ▶	0		0	0	0
	5 Grants receivable			0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0				
	Less: allowance for doubtful accounts ▶	0		0	0	0
	8 Inventories for sale or use			0	0	0
	9 Prepaid expenses and deferred charges			0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)			0	0	0
	b Investments—corporate stock (attach schedule)			243,264.99	197,736 73	245,485 47
	c Investments—corporate bonds (attach schedule)			158,169 28	184,619 60	192,087 50
	11 Investments—land, buildings, and equipment basis ▶	0				
Liabilities	Less: accumulated depreciation (attach schedule) ▶	0		0	0	0
	12 Investments—mortgage loans			0	0	0
	13 Investments—other (attach schedule)			0	0	0
	14 Land, buildings, and equipment, basis ▶	0				
	Less: accumulated depreciation (attach schedule) ▶	0		0	0	0
	15 Other assets (describe ▶ 0)			0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			442,173 96	439,925 92	495,142 56
	17 Accounts payable and accrued expenses			0	0	
	18 Grants payable			0	0	
	19 Deferred revenue			0	0	
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			0	0	
	21 Mortgages and other notes payable (attach schedule)			0	0	
	22 Other liabilities (describe ▶ 0)			0	0	
	23 Total liabilities (add lines 17 through 22)			0	0	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			0	0	
	25 Temporarily restricted			0	0	
	26 Permanently restricted			0	0	
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0	0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0	0	
	29 Retained earnings, accumulated income, endowment, or other funds			442,173 96	439,925 92	
	30 Total net assets or fund balances (see instructions)			442,173 96	439,925 92	
	31 Total liabilities and net assets/fund balances (see instructions)			442,173 96	439,925 92	

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	442,173 96
2	Enter amount from Part I, line 27a	2	(1,909 88)
3	Other increases not included in line 2 (itemize) ▶ N/A	3	0
4	Add lines 1, 2, and 3	4	440,264 08
5	Decreases not included in line 2 (itemize) ▶ Prior Period Adjustment	5	(338 16)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	439,925 92

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Schedules				
b				
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			(i) 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	10,399 45	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0	

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

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

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

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

(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))
2011	23,425 76	463,047 77	0 0505904
2010	19,447 04	449,840 59	0 0432310
2009	24,139 46	410,887 96	0.0587495
2008	23,308 14	491,289 37	0 0474428
2007	28,429 16	542,211 49	0 0524319
2 Total of line 1, column (d)			2 0 2524455
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 0504891
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 453,505 38
5 Multiply line 4 by line 3			5 22,897 08
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 208 49
7 Add lines 5 and 6			7 23,105 57
8 Enter qualifying distributions from Part XII, line 4			8 22,759 22

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 type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
3	Add lines 1 and 2		419	98
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		419	98
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	475	29
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100	00
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	575	29
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	158	31
11	Enter the amount of line 10 to be. Credited to 2013 estimated tax 158 31 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year? <i>N/A</i>		<i>N/A</i>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Delaware		
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? <i>If "No," attach explanation</i>	✓	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ N/A				
14	The books are in care of ▶ Allen Henry	Telephone no. ▶	603-863-1989	
	Located at ▶ 93 Longwood Drive	ZIP+4 ▶	03753-0860	
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		0
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ 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? <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)?	1b	✓
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2012?	1c	✓
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2012?	4b	✓

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here *N/A* ☐ Yes ☒ No**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Sheila L. Henry PO Box 860, Grantham NH 03753-0860	President, 2	0	0	0
Allen A. Henry II PO Box 860, Grantham NH 03753-0860	Treas /Secretary, 3	0	0	0

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

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

Total number of other employees paid over \$50,000 ☐ Yes ☒ No 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	410,538 19
b	Average of monthly cash balances	1b	49,873 37
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	460,411 55
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	460,411 55
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,906 17
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	453,505 38
6	Minimum investment return. Enter 5% of line 5	6	22,675 27

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	22,675 27
2a	Tax on investment income for 2012 from Part VI, line 5	2a	416 98
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	416 98
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,258 29
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	22,258 29
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	22,258 29

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	22,759 22
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,759 22
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,759 22

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				22,258.29
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			22,241.97	
b Total for prior years: 20 <u>0</u> , 20 <u>0</u> , 20 <u>0</u>		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0			
b From 2008	0			
c From 2009	0			
d From 2010	0			
e From 2011	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ <u>22,759.22</u>				
a Applied to 2011, but not more than line 2a			22,241.97	
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 2012 distributable amount				(517.25)
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				21,741.04
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008	0			
b Excess from 2009	0			
c Excess from 2010	0			
d Excess from 2011	0			
e Excess from 2012	0			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶	N/A				
b	Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
2a	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 (a) 2012	Prior 3 years (b) 2011 (c) 2010 (d) 2009			(e) Total
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 of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Schedule				
Total			▶ 3a	22,526 00
b <i>Approved for future payment</i> See Attached Schedule				
Total			▶ 3b	2,000 00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	244.00	
4	Dividends and interest from securities			14	14,066.31	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			14	10,399.45	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				24,709.76	
13	Total. Add line 12, columns (b), (d), and (e)				13	24,709.76

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

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

[illegible]

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

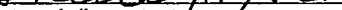


- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|-----|----|
| a | Transfers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

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 Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

PART I Line 16c Other Professional Fees		
Ledyard National Bank for 2012 investment portfolio management fees		\$3,621.46
PART 1, Line 18 Taxes		
Taxes for 2011 Form 990-PF filing		\$100.00
Foreign Taxes paid per Ledyard National Bank 2012 Tax Letter		\$138.96
Total		\$238.96
PART I, Line 23 Other Expenses		
National Registered Agents, Inc. for registration agent fee		\$189.00
Delaware Secretary of State for 2012 Delaware Annual Franchise Tax		\$25.00
Copying expense for filing Form 990-PF		\$7.22
United States Postal Service for stamps & postage		\$12.00
Total		\$233.22

PART II Line 10b, Investments - Securities

Corporate Name	Number of Shares	Book Value	Fair Market Value
Federated Muni Ultra Short Fund #253	5,980 099	60,080 00	60,099 99
Goldman Sachs Strategic Income Fund	4,000	40 280 00	41 360 00
Federated Institutional HY Bd Fd	3,579 736	35,224 60	36 477 51
Vanguard Short Term Inv Grade Adm	5 000	49,035 00	54,150 00
Total - Corporate Bonds - Part 2, Line 10c		184,619 60	192,087 50
Ravonier Inc	150	6,320 26	7 774 50
American Tower Corp	100	5,040 54	7 727 00
AI & T Inc	250	7,080 30	8,427 50
Verizon Communications	100	3,726 91	4,327 00
Bed Bath & Beyond	75	4,744 74	4,193 25
McDonalds Corp	75	5,650 53	6,615 75
Nike Inc Class B	50	3,815 04	6,510 00
Walt Disney Co	125	4 777 86	6,223 75
Diageo PLC ADR	25	2 096 65	2,914 50
Kimberly Clark Corp	125	7 056 19	10 553 75
Pepsico Inc	75	3 996 32	5,132 25
Eaton Mobil Corp	100	4 549 00	8,655 00
Marathon Oil Corp	175	4,871 61	5,365 50
Schlumberger Ltd	25	1,713 96	1,732 47
Transcanada Corp	200	7,087 85	9,464 00
AFLAC Inc	80	3,609 56	4 249 60
BB & T Corp	75	2,065 14	2 183 25
Digital Realty Trust	80	4 692 29	5 431 20
Mastercard Inc Cl A	10	3,483 41	4 912 80
Bristol Myers Squibb	250	5,628 67	8 147 50
Express Scripts Holding	75	3,918 34	4 050 00
Johnson & Johnson	25	1,752 01	1 752 50
McKesson AG ADR	60	4 837 53	5,817 60
Pfizer Inc	275	5 598 39	6,896 81
Eaton Corp	50	2 597 25	2,709 00
General Electric	300	5 267 97	6,297 00
Honeywell Inti	150	6 285 72	9,520 50
Praxair	75	6 808 14	8,208 75
Rockwell Automation	50	3,478 33	4,199 50
United Parcel Service	50	2,558 90	3,688 50
Apple Inc	18	5,492 57	9,579 11
EMC Corporation	300	6,435 00	7,590 00
Google Inc Cl A	18	9,008 45	11 318 08
Intel Corp	312	6 270 24	6 433 44
Microsoft Corp	150	4,101 65	4 006 46
Oracle Corp	150	4,796 46	5 331 20
American Water Works Co	150	4,661 79	5,569 50
Duff & Phelps Global Utility	127	2,403 89	2,142 49
PPL Corp	150	4,336 62	4,294 50
Kinder Morgan Mgmt LLC Fractional	350 925062	0 00	0 26
1-Shares MSCI EAFE Index Fund	130	7,286 49	7,391 80
SPDR S&P China EFT	110	7,614 16	8,149 90
Total - Corporate Securities - Part 2, Line 10b		197,736 73	245,485 47
Total - Securities		382,356 33	437,572 97

PART IV Capital Gains and Losses for Tax on Investment Income

(a) Item Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost & Expense of Sale	(h) Gain or Loss
50 shs Caterpillar Inc	P	Various	7/9/2012	4,156.40	0	5,096.24	(939.84)
250 shs Coming InArCh Coal	P	Various	7/25/2012	2,794.19	0	3,677.11	(882.92)
50 shs Eaton Inc	P	6/27/2012	11/30/2012	2,597.25	0	1,876.19	721.06
200 shs Enerplus Corp/Goldman Sachs	P	8/22/2012	3/9/2012	4,727.01	0	5,339.98	(612.97)
4,782,399.0 shs Federated Instt-Hi Yld Bd Fd	P	Various	11/6/2012	48,541.35	0	46,908.81	1,632.54
350 shs Financial Select Sector SPDR	P	Various	11/27/2012	5,477.38	0	5,379.32	98.06
80 shs Hess Corp	P	3/15/2012	7/19/2012	3,587.88	0	4,323.68	(1,335.80)
1000 shs Metropolitan West H/Y Bond-1	P	2/15/2012	6/18/2012	9,860.00	0	10,040.00	(80.00)
50 shs Rayonier Inc	P	Various	12/30/2012	2,341.09	0	1,917.88	423.23
25 shs Siemens AG-Spons ADR	P	8/3/2011	6/27/2012	1,978.55	0	2,912.78	(934.23)
350 shs Staples Inc	P	8/15/2012	12/24/2012	3,979.34	0	3,912.67	66.67
50 shs Stencyle Inc	P	7/28/2011	3/19/2012	4,341.50	0	4,235.91	105.59
50 shs Whiting Petroleum Inc	P	7/25/2011	1/20/2012	2,351.48	0	3,132.18	(780.70)
36 shs Duff & Phelps Global Utility Fd	P	11/21/2011	3/16/2012	6.70	0	6.82	(0.12)
2074,1770 shs Metropolitan West H/Y Bond-1	P	8/24/2011	6/19/2012	20,658.80	0	20,617.32	41.48
395 shs Sprot Physical Silver Trust	P	9/9/2011	1/11/2012	5,938.71	0	7,752.74	(1,814.03)
Short Term Transactions				123,437.63	0.00	127,729.61	(4,291.98)
Capital Gains Distribution @ 15%						436.28	436.28
10 shs Amazon Com	P	2/1/2011	2/16/2012	1,763.83	0	1,724.21	39.62
50 shs Apache Corp	P	2/1/2011	5/30/2012	4,085.00	0	5,960.07	(1,875.07)
19 shs Auto Zone	P	8/11/2011	9/19/2012	6,748.18	0	5,347.55	1,400.63
35 shs Enron Oil & Gas	P	7/25/2011	12/10/2012	4,094.21	0	3,733.65	360.56
75 shs LVMH Moet Hennessy UNSP ADR	P	9/15/2011	12/3/2012	2,646.12	0	2,406.28	239.84
75 shs Occidental Petroleum Corp	P	Various	10/31/2012	5,980.69	0	7,647.17	(1,666.48)
2 shs Apple Computer	P	10/22/2010	2/15/2012	1,011.05	0	616.40	394.65
375 shs Duke Energy Holding Corp	P	1/22/2009	1/3/2012	8,076.76	0	5,579.29	2,497.47
120 shs Emerson Electric Co	P	1/21/2009	9/18/2012	6,026.36	0	3,996.17	2,030.19
80 shs i-Shares DJ US Consumer Goods Sector Index	P	5/28/2011	8/10/2012	5,891.10	0	5,530.00	361.10
360 shs i-Shares DJ US Healthcare Providers Index	P	1/27/2011	8/23/2012	8,247.41	0	7,294.15	953.26
106 shs Kinder Morgan Management LLC	P	3/23/2009	4/9/2012	9,883.65	0	6,220.48	3,663.17
64,999.8 shs Kinder Morgan Management LLC	P	Various	1/19/2012	8,254.31	0	6,017.92	2,236.39
7640 shs Kinder Management LLC	P	Various	11/15/2010	4,580.29	0	3,352.78	1,227.51
2717 shs Metropolitan West H/Y Bond-1	P	11/15/2010	11/21/2012	56.12	0	6.67	55.45
100 shs Novartis AG ADR	P	Various	6/19/2012	27,061.78	0	28,156.96	(1,095.18)
25 shs Siemens AG-Spons ADR	P	2/10/2005	1/18/2012	5,708.80	0	4,750.36	918.44
765 shs Sprot Physical Gold trust	P	6/16/2010	6/17/2012	1,978.55	0	2,411.22	(432.67)
50 shs United Parcel Services Inc	P	Various	4/17/2012	10,838.50	0	9,093.28	1,745.22
Long Term Transactions		5/26/2009	5/24/2012	3,759.95	0	2,558.91	1,201.05
Total Gains & Losses				126,692.67	0.00	112,437.52	14,691.43
				250,130.30	0.00	240,167.13	10,399.45

PART XV, Line 3a, Grants and Contributions Paid During the Year

(a) Name and Address	(b) Individual Recipient Relationship to Foundation Manager or Substantial Contributor	(c) Foundation Status of Recipient	(d) Purpose of Grant or Contribution	(e) Amount
New London Hospital 273 County Road New London, NH 03257	N/A	501(c)(3)	Support 2012 Annual Fund	\$500 00
Women's Fund of New Hampshire Two Della Drive Concord NH 03301	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$500 00
Appalachian Mountain Club 5 Joy Street Boston, MA 02108-1490	N/A	501(c)(3)	Support 2012 President's Society	\$1,876 00
Live and Let Live Farm 20 Paradise Lane Chichester NH 03258	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$500 00
Lake Sunapee Regional Visiting Nurses Association & Hospice PO Box 2209 New London NH 03257	N/A	501(c)(3)	Support 2012 health care programs and operations	\$1,000 00
Wheaton College 26 East Main Street Norton MA 02766	N/A	501(c)(3)	Support 2012-13 Annual Fund	\$2,000 00
Wheaton College 26 East Main Street Norton MA 02766	N/A	501(c)(3)	2012 contribution to named scholarship fund	\$1,500 00
Upper Valley Humane Society 300 Old Route 10 Enfield, NH 03748	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$1,000 00
Eastman Charitable Foundation PO Box 53 Grantham, NH 03753	N/A	501(c)(3)	Support 2012 programs to improve and protect Eastman's water resources	\$500 00
Miss Porter's School 60 Main Street Farmington CT 06032	N/A	501(c)(3)	4th Payment - 5 year pledge for annual fund support & 1960 Reunion Project	\$2,000 00
N A C Food Pantry PO Box 672 Newport, NH 03773	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$1,000 00
St. Mary's Food Bank Alliance 2831 N 31st Avenue Phoenix AZ 85009	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$500 00
Teacher School 5025 Thatcher Road Ojai, CA 93023	N/A	501(c)(3)	Support 2012-13 Annual Fund	\$1,000 00
Plymouth State University 17 High Street Plymouth, NH 03264	N/A	501(c)(3)	Support 2012-13 Annual Fund	\$500 00

PART XV Line 3a, Grants and Contributions Paid During the Year

(a) Name and Address	(b) Individual Recipient Relationship to Foundation Manager or Substantial Contributor	(c) Foundation Status of Recipient	(d) Purpose of Grant or Contribution	(e) Amount
Skidmore College 815 North Broadway Saratoga Springs, NY 12866	N/A	501(c)(3)	Support 2012-13 Annual Fund	\$500 00
Brown University Box 1877 Providence RI 02912	N/A	501(c)(3)	Support 2012-13 Annual Fund	\$500 00
Nashoba Brooks School 200 Strawberry Hill Road Concord, MA 01741	N/A	501(c)(3)	Restricted contribution to support 2012-13 Extended Day Program	\$2,000 00
Phoenix Country Day School 3901 E. Stanford Drive Paradise Valley, AZ 85253	N/A	501(c)(3)	Support 2012-13 Annual Fund	\$1,000 00
Free Arts of Arizona 103 West Highland Avenue, Ste 200 Phoenix, AZ 85013	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$1,000 00
Upper Valley/Haven 713 Harford Avenue White River Junction VT 05001	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$500 00
LISTEN Community Services 60 Hanover Street Lebanon NH 03766	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$650 00
Claremont Soup Kitchen PO Box 957 Claremont NH 03743	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$500 00
Graham Community Crisis Fund PO Box 1192 Graham NH 03753	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$500 00
Turning Points Network 11 School Street Claremont, NH 03743	N/A	501(c)(3)	Unrestricted contribution to support 2012 programs	\$500 00
David's House PO Box 660 Lebanon NH 03766	N/A	501(c)(3)	Restricted contribution to support Capital Campaign	\$500 00
Total				\$22,528 00

PART XV Line 3b Grants and Contributions Approved for Future Payment

(b) Individual Recipient Relationship to Foundation Manager or Substantial Contributor

(a) Name and Address

Miss Porter's School
60 Main Street
Farmington, CT 06032

N/A

(c) Foundation Status of Recipient

501(c)(3)

(d) Purpose of Grant or Contribution

1 remaining year of 5 year pledge for annual fund support & 1960 Reunion Project

(e) Amount

\$2,000.00

Total

\$2,000.00