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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

HURDLE HILL FOUNDATION

A Employer identification number

04-6012782

Number and street (or P O box number if mail is not delivered to street address)

WOODSTOCK SVCS CO - 27 SCHOOL ST

Room/suite

200

B Telephone number

617-227-0600

City or town, state, and ZIP code

BOSTON, MA 02108

Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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

Fair market value of all assets at end of year

from Part II, col (c), line 16)

\$ 334,775.

(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)

1 Contributions, gifts, grants, etc., received

43,025.

N/A

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

3.

3.

STATEMENT 2

4 Dividends and interest from securities

6,780.

6,780.

STATEMENT 3

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

7,676.

STATEMENT 1

b Gross sales price for all assets on line 6a 54,111.

7 Capital gain net income (from Part IV, line 2)

23,034.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

57,484.

29,817.

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 4

5,000.

3,333.

1,667.

c Other professional fees

STMT 5

3,363.

2,242.

1,121.

17 Interest

18 Taxes

STMT 6

1,420.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

35.

0.

35.

24 Total operating and administrative expenses. Add lines 13 through 23

9,818.

5,575.

2,823.

25 Contributions, gifts, grants paid

53,020.

53,020.

26 Total expenses and disbursements

Add lines 24 and 25

62,838.

5,575.

55,843.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

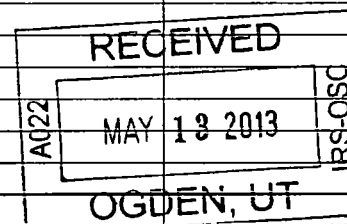
-5,354.

b Net investment income (if negative, enter -0-)

24,242.

c Adjusted net income (if negative, enter -0-)

N/A



2012 914

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	30,089.	15,664.	15,664.
	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 8	245,599.	254,669.	319,111.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	275,688.	270,333.	334,775.
	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	275,688.	270,333.	
	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	275,688.	270,333.	
	31 Total liabilities and net assets/fund balances	275,688.	270,333.	

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	275,688.
2 Enter amount from Part I, line 27a	2	-5,354.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	270,334.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	270,333.

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 STATEMENT			
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 54,111.		31,077.	23,034.

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			23,034.

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	23,034.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	77,904.	307,906.	.253012
2010	84,222.	291,158.	.289266
2009	111,342.	259,137.	.429665
2008	135,556.	323,441.	.419106
2007	135,424.	366,353.	.369654

2 Total of line 1, column (d)	2	1.760703
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	.352141
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	332,219.
5 Multiply line 4 by line 3	5	116,988.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	242.
7 Add lines 5 and 6	7	117,230.
8 Enter qualifying distributions from Part XII, line 4	8	55,843.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2012 estimated tax payments and 2011 overpayment credited to 2012**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be Credited to 2013 estimated tax **635.** Refunded**Part VII-A Statements Regarding Activities****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 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.

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?

If "Yes," attach a detailed description of the activities.

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**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?**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

If "Yes," complete Part II, col (c), and Part XV.

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**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)? If "Yes," complete Part XIV**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► 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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No	
1a	During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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	1.00	0.	0.	0.
BOSTON, MA 02108				
PETER D PHIPPEN	TRUSTEE			
C/O AGAWAM TRUST & MANAGEMENT, 27 SCH	1.00	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

Form 990-PF (2012)

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	310,128.
b	Average of monthly cash balances	1b	27,150.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	337,278.
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	337,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,059.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	332,219.
6	Minimum investment return. Enter 5% of line 5	6	16,611.

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	16,611.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	485.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	485.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,126.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,126.
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	16,126.

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	55,843.
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	55,843.
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	55,843.

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				16,126.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	135,424.			
b From 2008	121,408.			
c From 2009	99,675.			
d From 2010	70,447.			
e From 2011	63,609.			
f Total of lines 3a through e	490,563.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	55,843.			
a Applied to 2011, 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 2012 distributable amount				16,126.
e Remaining amount distributed out of corpus	39,717.			
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:	530,280.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	135,424.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	394,856.			
10 Analysis of line 9:				
a Excess from 2008	121,408.			
b Excess from 2009	99,675.			
c Excess from 2010	70,447.			
d Excess from 2011	63,609.			
e Excess from 2012	39,717.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACORD FOOD PANTRY 69 WILLOW ST HAMILTON, MA 01982	NONE	NONE	SOCIAL	500.
AMERICAN RED CROSS 285 COLUMBUS AVE BOSTON, MA 02116	NONE	NONE	SOCIAL	750.
ANIMAL RESCUE LEAGUE OF BOSTON 10 CHANDLER ST BOSTON, MA 02116	NONE	NONE	SOCIAL	250.
ASSUMPTION GREEK ORTHODOX CHURCH 111 ISLAND POND ROAD MANCHESTER, NH 03109	NONE	NONE	RELIGIOUS	500.
AVON WALK FOR BREAST CANCER 33 BROAD ST, STE 700 BOSTON, MA 02109	NONE	NONE	MEDICAL	250.
Total	SEE CONTINUATION SHEET(S)			53,020.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	3.	
4 Dividends and interest from securities			14	6,780.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,676.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		14,459.	0.
13 Total Add line 12, columns (b), (d), and (e)				13 14,459.	

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

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

Line No



Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII

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

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

[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		

**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 _____

5/6/13

► TRUSTEE

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name THOMAS J LESPASIO	Preparer's signature <i>Thomas J. Lespasio</i>	Date 5/6/13	Check ☐ if self-employed	PTIN P00423878
Firm's name ▶ WOODSTOCK SERVICES CO LLC			Firm's EIN ▶ 20-8708209	
Firm's address ▶ 27 SCHOOL STREET, SUITE 200 BOSTON, MA 02108			Phone no. 617-227-0600	

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

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

HURDLE HILL FOUNDATION

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, total 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 total 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 Part I, 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization HURDLE HILL FOUNDATION	Employer identification number 04-6012782
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ADAM P PHIPPEN WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	DAVID O PHIPPEN WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	PETER D PHIPPEN WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	HENRY P PHIPPEN WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	JOANNA L PHIPPEN WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	CHRISTOPHER MANGINIS WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	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) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	WILLIAM L PHIPPEN WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
8	ANNE PHIPPEN WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	SUSANNA MANGINIS WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
10	VASILIKI MANGINIS WOODSTOCK SERVICES CO LLC, 27 SCHOOL ST BOSTON, MA 02108	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$ _____	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) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>18 SHS ABBOTT LABORATORIES</u> _____ _____ _____	\$ <u>1,084.</u>	<u>03/20/12</u>
<u>2</u>	<u>33 SHS ALLERGAN INC - \$2,936</u> <u>119 SHS EMC CORP MASS - \$2,890</u> _____ _____	\$ <u>5,826.</u>	<u>10/31/12</u>
<u>4</u>	<u>102 SHS MICROSOFT CORP</u> _____ _____ _____	\$ <u>3,012.</u>	<u>10/16/12</u>
<u>5</u>	<u>202 SHS PROCTER & GAMBLE CO</u> _____ _____ _____	\$ <u>14,003.</u>	<u>11/28/12</u>
<u>6</u>	<u>10 SHS CHUBB CORP</u> _____ _____ _____	\$ <u>773.</u>	<u>10/31/12</u>
<u>7</u>	<u>236 SHS CISCO SYSTEMS INC - \$4,401</u> <u>160 SHS GENERAL ELECTRIC CORP - \$3,651</u> _____ _____	\$ <u>8,052.</u>	<u>10/17/12</u>

Name of organization

Employer identification number

HURDLE HILL FOUNDATION**04-6012782****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	140 SHS GENERAL ELECTRIC CORP	\$ 3,026.	11/06/12
9	10 SHS CHUBB CORP	\$ 773.	10/31/12
10	10 SHS CHUBB CORP	\$ 773.	10/31/12
		\$	
		\$	
		\$	

Name of organization HURDLE HILL FOUNDATION	Employer identification number 04-6012782
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	100 SHS COLGATE PALMOLIVE	P	02/15/06	01/17/12
b	150 SHS WALGREEN CO	P	08/29/08	01/17/12
c	69.625 SHS VODAFONE GROUP ADR	D	01/05/00	06/07/12
d	109.375 SHS VODAFONE GROUP ADR	D	06/29/01	06/07/12
e	100 SHS MCCORMICK & CO INC NON VOTING	P	06/08/07	10/19/12
f	25 SHS MCCORMICK & CO INC NON VOTING	P	02/15/06	10/19/12
g	102 SHS MICROSOFT CORP	D	02/23/94	10/19/12
h	31 SHS ALLERGAN INC	D	05/11/05	11/05/12
i	2 SHS ALLERGAN INC	D	11/08/04	11/05/12
j	119 SHS EMC CORP MASS	D	02/07/06	11/05/12
k	30 SHS CHUBB CORP	D	03/10/11	11/08/12
l	125 SHS GENERAL ELECTRIC CO	D	06/02/95	11/09/12
m	202 SHS PROCTER & GAMBLE CO	D	04/12/93	11/30/12
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 8,956.		5,412.	3,544.
b 4,948.		5,508.	-560.
c 1,830.		3,689.	-1,859.
d 2,874.		2,798.	76.
e 6,183.		3,716.	2,467.
f 1,546.		796.	750.
g 2,919.		276.	2,643.
h 2,822.		1,277.	1,545.
i 182.		76.	106.
j 2,939.		1,595.	1,344.
k 2,248.		1,777.	471.
l 2,617.		1,208.	1,409.
m 14,047.		2,949.	11,098.
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			3,544.
b			-560.
c			-1,859.
d			76.
e			2,467.
f			750.
g			2,643.
h			1,545.
i			106.
j			1,344.
k			471.
l			1,409.
m			11,098.
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	23,034.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BEVERLY BOOTSTRAPS FOOD PANTRY 221 CABOT ST BEVERLY, MA 01915	NONE	NONE	SOCIAL	350.
BEVERLY HOSPITAL 85 HERRICK ST BEVERLY FARMS, MA 01915	NONE	NONE	MEDICAL	1,000.
BROOKWOOD SCHOOL ONE BROOKWOOD RD MANCHESTER, MA 01944	NONE	NONE	EDUCATIONAL	100.
BUDDY DOG HUMANE SOCIETY INC 151 BOSTON POST RD SUDBURY, MA 01776	NONE	NONE	SOCIAL	200.
CENTER FOR PLANT CONSERVATION PO BOX 229 ST LOUIS, MO 63166	NONE	NONE	EDUCATIONAL	1,750.
CHRIST CHURCH OF HAMILTON & WENHAM 149 ASHBURY ST SOUTH HAMILTON, MA 01982	NONE	NONE	RELIGIOUS	2,500.
COMBINED FEDERAL CAMPAIGN 1900 E ST NW WASHINGTON, DC 20415	NONE	NONE	EDUCATIONAL	1,020.
DIABETES SOCIETY OF GREATER BOSTON 1330 BEACON ST BROOKLINE, MA 02467	NONE	NONE	MEDICAL	500.
ESSEX COUNTY GREENBELT ASSOC 82 EASTERN AVE ESSEX, MA 01929	NONE	NONE	CONSERVATION	2,500.
EXPRESS YOURSELF 6 ELLIS ST PEABODY, MA 01960	NONE	NONE	SOCIAL	250.
Total from continuation sheets				50,770.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST CHURCH OF CHRIST, SCIENTIST 887 CONCORD ST FRAMINGHAM, MA 01701	NONE	NONE	RELIGIOUS	100.
FIRST UNIVERSALIST CHURCH OF ESSEX 59 MAIN ST ESSEX, MA 01929	NONE	NONE	RELIGIOUS	1,000.
GLEN URQUHART SCHOOL 74 HART ST BEVERLY FARMS, MA 01915	NONE	NONE	EDUCATIONAL	5,000.
GLOBE SANTA FUND PO BOX 845059 BOSTON, MA 02284	NONE	NONE	SOCIAL	500.
GREENPEACE USA 702 H ST NW WASHINGTON, DC 20001	NONE	NONE	EDUCATIONAL	250.
HARTWICK COLLEGE 1 HARTWICK DR ONEONTA, NY 13870	NONE	NONE	EDUCATIONAL	500.
HELLENIC CENTER 117 COUNTY RD IPSWICH, DC 01945	NONE	NONE	RELIGIOUS	1,000.
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVE BOSTON, MA 02115	NONE	NONE	SOCIAL	250.
IPSWICH RIVER WATERSHED ASSOCIATION INC 240 COUNTY RD IPSWICH, MA 01938	NONE	NONE	CONSERVATION	4,000.
JOURNEYS OF HOPE PO BOX 210390 ANCHORAGE, AK 99521-0390	NONE	NONE	SOCIAL	1,550.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAD RIVER COMMUNITY FUND 5523 MAIN ST WAITSFIELD, VT 05673	NONE	NONE	CONSERVATION	250.
MAKE-A-WISH-FOUNDATION 1 BULFINCH PLACE BOSTON, MA 02114	NONE	NONE	SOCIAL	500.
MARY BAKER EDDY LIBRARY 200 MASSACHUSETTS AVE BOSTON, MA 02115	NONE	NONE	EDUCATIONAL	100.
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT RD LINCOLN, MA 01773	NONE	NONE	CONSERVATION	750.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 101 A FIRST AVE WALTHAM, MA 02154	NONE	NONE	MEDICAL	500.
NATURE CONSERVANCY 99 BEDFORD ST #5 BOSTON, MA 02111	NONE	NONE	CONSERVATION	500.
NORTH SHORE MEDICAL CENTER 81 HIGHLAND AVE SALEM, MA 01970	NONE	NONE	MEDICAL	2,500.
NOTRE DAME CHILDREN'S CLASS 74 GRAPEVINE RD WENHAM, MA 01984	NONE	NONE	EDUCATIONAL	1,000.
PEABODY ESSEX MUSEUM 161 ESSEX ST, EAST INDIA SQUARE SALEM, MA 01970	NONE	NONE	CULTURAL	2,500.
PHILOXENIA HOUSE 162 GODDARD AVE BROOKLINE, MA 02445	NONE	NONE	RELIGIOUS	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PINE STREET INN 444 HARRISON AVE BOSTON, MA 02119	NONE	NONE	SOCIAL	500.
PLANNED PARENTHOOD LEAGUE OF MASS 1055 COMMONWEALTH AVE BOSTON, MA 02215	NONE	NONE	EDUCATIONAL	250.
PRINCIPIA COLLEGE 13201 CLAYTON RD ST LOUIS, MO 63131	NONE	NONE	EDUCATIONAL	100.
PROCTOR ACADEMY 63 NORTH ST ANDOVER, NH 03216	NONE	NONE	EDUCATIONAL	1,500.
PROJECT BREAD 145 BORDER ST EAST BOSTON, MA 02128	NONE	NONE	SOCIAL	250.
ROSIE'S PLACE 889 HARRISON AVE BOSTON, MA 02118	NONE	NONE	SOCIAL	250.
SMITH COLLEGE ELM ST NORTHAMPTON, MA 01063	NONE	NONE	EDUCATIONAL	250.
ST JUDE'S 332 N LAUDERDALE MEMPHIS, TN 38105-2794	NONE	NONE	MEDICAL	450.
THE FOOD PROJECT 10 LEWIS ST LINCOLN, MA 01773	NONE	NONE	SOCIAL	1,500.
THE GOVERNOR'S ACADEMY 1 ELM ST BYFIELD, MA 01923	NONE	NONE	EDUCATIONAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE PINGREE SCHOOL 537 HIGHLAND AVE SOUTH HAMILTON, MA 01982	NONE	NONE	EDUCATIONAL	1,250.
THE TRI ROK FOUNDATION 2 JOHN WISE AVE ESSEX, MA 01929	NONE	NONE	EDUCATIONAL	2,150.
THE TRUSTEE OF RESERVATIONS 572 ESSEX ST BEVERLY, MA 01915	NONE	NONE	CONSERVATION	1,750.
UNION COLLEGE 807 UNION STREET SCHENECTADY, NY 12308	NONE	NONE	EDUCATIONAL	1,500.
UNITED WAY OF CENTRAL NORTH SHORE 248 CABOT ST BEVERLY, MA 01915	NONE	NONE	SOCIAL	600.
UNIVERSITY OF NEW HAMPSHIRE FUND 9 EDGEWOOD RD DURHAM, NH 03824	NONE	NONE	EDUCATIONAL	100.
VERMONT LAND TRUST 8 BAILEY AVE MONTPELIER, VT 05602	NONE	NONE	CONSERVATION	250.
VETERAN'S WAR MEMORIAL TOWN OF WENHAM 138 MAIN ST WENHAM, MA 01984	NONE	NONE	CONSERVATION	1,000.
WELLSPRING HOUSE 890 COMMONWEALTH AVE BOSTON, MA 02215	NONE	NONE	SOCIAL	200.
WENHAM HISTORIAL ASSOC & MUSEUM 132 MAIN ST WENHAM, MA 01984	NONE	NONE	EDUCATIONAL	2,300.
Total from continuation sheets				

04-6012782

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS COLGATE PALMOLIVE	8,956.	5,412.	0.	0.	3,544.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150 SHS WALGREEN CO	4,948.	5,508.	0.	0.	-560.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69.625 SHS VODAFONE GROUP ADR	1,830.	2,554.	0.	0.	-724.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109.375 SHS VODAFONE GROUP ADR	2,874.	4,012.	0.	0.	-1,138.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS MCCORMICK & CO INC NON VOTING	6,183.	3,365.	0.	0.	2,818.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25 SHS MCCORMICK & CO INC NON VOTING	1,546.	841.	0.	0.	705.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102 SHS MICROSOFT CORP	2,919.	3,645.	0.	0.	-726.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31 SHS ALLERGAN INC	2,822.	1,977.	0.	0.	845.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2 SHS ALLERGAN INC	182.	128.	0.	0.	54.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
119 SHS EMC CORP MASS	2,939.	1,758.	0.	0.	1,181.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30 SHS CHUBB CORP	2,248.	1,902.	0.	0.	346.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
125 SHS GENERAL ELECTRIC CO	DONATED	06/02/95	11/09/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,617.	3,479.	0.	0.	-862.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
202 SHS PROCTER & GAMBLE CO	DONATED	04/12/93	11/30/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,047.	11,854.	0.	0.	2,193.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	7,676.

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WOODSTOCK CORP	6,780.	0.	6,780.
TOTAL TO FM 990-PF, PART I, LN 4	6,780.	0.	6,780.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	5,000.	3,333.		1,667.
TO FORM 990-PF, PG 1, LN 16B	5,000.	3,333.		1,667.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	3,363.	2,242.		1,121.
TO FORM 990-PF, PG 1, LN 16C	3,363.	2,242.		1,121.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,420.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,420.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC STATE FILING FEE	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	35.	0.		35.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
175 SHS ECOLAB	7,987.	12,582.
SHS VODAFONE GROUP ADR	0.	0.
450 SHS HANESBRANDS	6,543.	16,119.
75 SHS MCDONALDS CORP	2,392.	6,616.
125 SHS O'REILLY AUTOMOTIVE INC	7,147.	11,177.
100 SHS COLGATE PALMOLIVE CO	0.	0.
225 SHS CVS CAREMARK CORP	6,602.	10,879.
125 SHS MCCORMICK & CO NON VTG	4,206.	7,941.
275 SHS PEPSICO INC	9,736.	18,818.
175 SHS PROCTER & GAMBLE CO	10,270.	11,881.
150 SHS WALGREEN CO	0.	0.
100 SHS APACHE CORP	6,630.	7,850.
200 SHS BP PLC SPONS ADR	10,889.	8,328.
125 SHS EXXON MOBIL CORP	10,023.	10,819.
200 SHS BANK OF NEW YORK MELLON	5,166.	5,140.
100 SHS CHUBB CORP	6,342.	7,532.
200 SHS STATE STREET CORP	7,630.	9,402.
243 SHS ABBOTT LABS	13,303.	15,916.
175 SHS ALLERGAN INC	11,161.	16,053.
25 SHS INTUITIVE SURGICAL	2,962.	12,259.
175 SHS MEDTRONIC INC	8,814.	7,178.
150 SHS MERCK & CO INC	5,008.	6,141.
225 SHS PFIZER INC	3,801.	5,643.
75 SHS STRYKER CORP	3,667.	4,111.
700 SHS GENERAL ELECTRIC CO	19,485.	14,693.
75 SHS SPX CORP	8,961.	5,261.
50 SHS 3M CO	3,712.	4,643.
486 SHS CISCO SYSTEMS INC	9,326.	9,550.
350 SHS EMC CORP/MASS	5,169.	8,855.
10 SHS GOOGLE INC CLA A	4,641.	7,074.
25 SHS INTL BUSINESS MACHINES	2,030.	4,789.
425 SHS MICROSOFT CORP	15,187.	11,352.
200 SHS ORACLE CORP	5,450.	6,664.
125 SHS NEXTERA ENERGY INC	5,989.	8,649.
200 SHS QUESTAR CORP	2,789.	3,952.
125 SHS ISHARES MSCI EAFE INDEX FD	8,919.	7,108.
100 SHS KIMBERLY-CLARK CORP	7,369.	8,443.
100 SHS AUTOMATIC DATA PROCESSING	5,363.	5,693.
TOTAL TO FORM 990-PF, PART II, LINE 10B	254,669.	319,111.