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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
HENRY P KENDALL FOUNDATION

A Employer identification number
04-6029103

Number and street (or P O box number if mail is not delivered to street address) Room/suite
176 FEDERAL STREET

B Telephone number (see instructions)
(617) 951-2555

City or town, state, and ZIP code
BOSTON, MA 02110

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 79,815,633

J Accounting method ☑ Cash ☐ Accrual ☐ 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 ☐

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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,103,757	2,103,827		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-1,174,775			
	b	Gross sales price for all assets on line 6a 34,828,222				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	435,725	75,366		
	12	**Total.** Add lines 1 through 11	1,364,707	2,179,193		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	217,500	0		217,500
	14	Other employee salaries and wages	160,451	0		377,951
	15	Pension plans, employee benefits	79,401	0		79,401
	16a	Legal fees (attach schedule)	21,568	0		21,568
	b	Accounting fees (attach schedule)	58,591	29,295		29,296
	c	Other professional fees (attach schedule)	147,480	134,934		12,546
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	36,703	0		500
	19	Depreciation (attach schedule) and depletion	7,383	0		
	20	Occupancy	100,599	0		100,599
	21	Travel, conferences, and meetings	4,848	0		4,848
	22	Printing and publications				
	23	Other expenses (attach schedule)	204,805	138,479		67,217
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,039,329	302,708		911,426
	25	Contributions, gifts, grants paid	3,659,950			3,659,950
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,699,279	302,708		4,571,376
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,334,572			
	b	**Net investment income** (if negative, enter -0-)		1,876,485		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	116,798	1,723,534	1,723,534
2	Savings and temporary cash investments			
3	Accounts receivable ▶ 96,523 Less allowance for doubtful accounts ▶	1,636,485	96,523	96,523
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)			
b	Investments—corporate stock (attach schedule)	71,284,777	77,952,768	77,952,768
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 89,624 Less accumulated depreciation (attach schedule) ▶ 63,306	1,605,090	26,318	26,318
15	Other assets (describe ▶)	541,009	16,490	16,490
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	75,184,159	79,815,633	79,815,633
Liabilities 17	Accounts payable and accrued expenses	5,026	33,657	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	5,026	33,657	
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	75,179,133	79,781,976	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	75,179,133	79,781,976	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	75,184,159	79,815,633	

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	75,179,133
2	Enter amount from Part I, line 27a	2	-3,334,572
3	Other increases not included in line 2 (itemize) ▶	3	7,991,276
4	Add lines 1, 2, and 3	4	79,835,837
5	Decreases not included in line 2 (itemize) ▶	5	53,861
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	79,781,976

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	-1,167,826
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	

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 page 18 of 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	2,657,287	77,460,408	0 034305
2010	776,807	72,431,013	0 010725
2009	1,213,889	63,622,642	0 019080
2008	4,343,747	71,432,471	0 060809
2007	4,426,172	79,304,338	0 055812

2	**Total** of line 1, column (d)	2	0 180731
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 036146
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	75,974,081
5	Multiply line 4 by line 3	5	2,746,159
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,765
7	Add lines 5 and 6	7	2,764,924
8	Enter qualifying distributions from Part XII, line 4	8	4,571,376

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 page 18 of the 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			1	18,765
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	18,765
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	18,765
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	50,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	50,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	31,235
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 31,235	**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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW KENDALL ORG

14 The books are in care of ▶RICHARD G HOLLISTER Telephone no ▶(617) 951-2525

Located at ▶176 FEDERAL STREET BOSTON MA ZIP +4 ▶02110

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 | |

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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 ▶ 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		
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? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	**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? ☐ 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**		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?	**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 (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
JOHN P KENDALL 176 FEDERAL STREET BOSTON, MA 02110	TRUSTEE 2 00	0	0	0
ANDREW W KENDALL 176 FEDERAL STREET BOSTON, MA 02110	TRUSTEE/EXECUTIVE DIRECTOR 40 00	217,500	33,069	0
PHOEBE S WINDER 176 FEDERAL STREET BOSTON, MA 02110	TRUSTEE 2 00	0	0	0
KENNETH MEYERS 176 FEDERAL STREET BOSTON, MA 02110	TRUSTEE 2 00	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
COURTNEY J BOURNS 176 FEDERAL STREET BOSTON, MA 02110	SENIOR PROGRAM OFFIC 40 00	120,950	9,740	0
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (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	
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	
2	
All other program-related investments See page 24 of the 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	75,311,004
b	Average of monthly cash balances.	1b	577,279
c	Fair market value of all other assets (see instructions).	1c	1,242,764
d	**Total** (add lines 1a, b, and c).	1d	77,131,047
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	77,131,047
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,156,966
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,974,081
6	**Minimum investment return.** Enter 5% of line 5.	6	3,798,704

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.			1	3,798,704
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	18,765		
b	Income tax for 2012 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	18,765
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	3,779,939
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	3,779,939
6	Deduction from distributable amount (see instructions).			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	3,779,939

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	4,571,376
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	4,571,376
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	18,765
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	4,552,611

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				3,779,939
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 454,193				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	454,193			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,571,376				
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.				3,779,939
e Remaining amount distributed out of corpus	791,437			
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	1,245,630			
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				0
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	1,245,630			
10 Analysis of line 9				
a Excess from 2008. . . . 454,193				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . . 791,437				

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. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				3,659,950
b *Approved for future payment*				
Total . . . . ▶ **3b**				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 (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					
4 Dividends and interest from securities. . . .			14	2,103,757	
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.			14	435,725	
8 Gain or (loss) from sales of assets other than inventory			18	-1,174,775	
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		1,364,707	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,364,707

(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) (See instructions)

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

		Line	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)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

******	2013-11-14	******
Signature of officer or trustee	Date	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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MICHAEL L MEYERS	MICHAEL L MEYERS			P00176974

Firm's name ▶	DARMODY MERLINO & CO LLP	Firm's EIN ▶ 04-2273266
Firm's address ▶	75 FEDERAL STREET BOSTON, MA 02110	Phone no (617) 426-7300

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TY 2012 Accounting Fees Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	58,591	29,295		29,296

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT 2003 - 2008	2006-12-31	19,323	19,214	200DB	5 000000000000	74	0		
COMPUTER EQUIPMENT - 2010	2010-12-31	27,094	20,816	200DB	5 000000000000	2,512	0		
COMPUTER EQUIPMENT - 2011	2011-12-31	9,884	773	200DB	5 000000000000	3,643	0		
LEASEHOLD IMPROVEMENTS	2003-06-01	21,795	4,797	SL	39 000000000000	559	0		
LAND - GAGNON	2003-03-14	1,568,378		L		0	0		
FURNITURE & FIXTURES	2002-07-01	6,740	6,740	200DB	7 000000000000	0	0		
FURNITURE & FIXTURES	2006-05-02	2,572	2,227	200DB	7 000000000000	230	0		
FURNITURE & FIXTURES	2008-08-15	2,216	1,524	200DB	7 000000000000	197	0		
SOFTWARE LICENSE	2011-07-15	2,808	468	SL	3 000000000000	0	0		
COMPUTER EQUIPMENT 2003 - 2008	2006-12-31	9,473	9,473	200DB	5 000000000000	0	0		
COMPUTER EQUIPMENT - 2010	2010-12-31	3,491	2,653	200DB	5 000000000000	168	0		

TY 2012 Investments Corporate Stock Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES, FIXED INCOME & MUTUAL FUNDS	77,952,768	77,952,768

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TY 2012 Land, Etc. Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT 2003 - 2008	19,323	19,288	35	
COMPUTER EQUIPMENT - 2010	27,094	23,328	3,766	
COMPUTER EQUIPMENT - 2011	9,884	4,416	5,468	
LEASEHOLD IMPROVEMENTS	21,795	5,356	16,439	
FURNITURE & FIXTURES	6,740	6,740	0	
FURNITURE & FIXTURES	2,572	2,457	115	
FURNITURE & FIXTURES	2,216	1,721	495	

TY 2012 Legal Fees Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	21,568	0		21,568

TY 2012 Other Assets Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CASH SURRENDER VALUE	527,769	0	0
SECURITY DEPOSITS	13,240	13,240	13,240
PREPAID EXPENSES	0	3,250	3,250

TY 2012 Other Decreases Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Amount
OTHER DIFFERENCES AS REPORTED ON K-1 PASS-THROUGH ENTITIES	53,861

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TY 2012 Other Expenses Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER EXPENSE	19,843	7,739		12,104
DUES & SUBSCRIPTIONS	750	292		458
OFFICE EXPENSE	3,638	1,418		2,220
POSTAGE & DELIVERY	275	107		168
INSURANCE	1,625	634		991
PROGRAM EXPENSES	38,036	14,834		23,202
TELEPHONE & INTERNET	32,943	12,848		20,095
SHARON PROPERTY COSTS	13,081	5,102		7,979
DEDUCTIONS FROM ALYDAR K-1	19,143	19,143		0
DEDUCTIONS FROM IVORY K-1	21,943	21,943		0
DEDUCTIONS FROM SIGULER GUFF II K-1	25,832	25,832		0
DEDUCTIONS FROM SIGULER GUFF III K-1	27,696	27,696		0
DEDUCTIONS FROM POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	0	891		0

TY 2012 Other Income Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ALYDAR FUND L P - K-1	-47,578	-47,578	-47,578
IVORY - K-1	-37,302	-37,302	-37,302
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND II, LP - K-1	16,533	16,533	16,533
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND III, LP - K-1	82,449	82,449	82,449
INCREASE IN CSV OF LIFE INSURANCE	60,483	60,483	60,483
LIFE INSURANCE PROCEEDS IN EXCESS OF CASH SURRENDER VALUE	360,359	0	360,359
OTHER INVESTMENT INCOME	781	781	781

TY 2012 Other Increases Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Amount
NET UNREALIZED LOSS ON INVESTMENTS AND LIMITED PARTNERSHIPS	7,959,654
NET ASSET ADJUSTMENT - FMV IN EXCESS OF COST FOR NONCASH QUALIFYING DIST.	31,622

TY 2012 Other Professional Fees Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALLOCABLE CONSULTING FEES	76,964	65,418		11,546
INVESTMENT MANAGEMENT FEES	24,696	24,696		0
CUSTODIAN FEES	44,820	44,820		0
PROFESSIONAL DEVELOPMENT	1,000	0		1,000

TY 2012 Taxes Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MASSACHUSETTS ANNUAL REPORT - FORM PC	500	0		500
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	36,203	0		0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ALYDAR FUND, LP - K-1 SHORT TERM	P		2012-12-31
ALYDAR FUND, LP - K-1 LONG TERM	P		2012-12-31
SIGULER GUFF II - K-1 SHORT TERM	P		2012-12-31
SIGULER GUFF II - K-1 LONG TERM	P		2012-12-31
SIGULER GUFF III - K-1 SHORT TERM	P		2012-12-31
SIGULER GUFF III - K-1 LONG TERM	P		2012-12-31
POWERSHARES DB COMMODITY - K-1 NET LONG TERM	P		2012-12-31
ENTERPRISE PRODUCTS PARTNERS - K-1 LONG TERM	P		2012-12-31
FIDUCIARY TRUST - SPIDER	P		2012-12-31
FIDUCIARY TRUST - WINDHAVEN DIVERSIFIED AGGRESSIVE	P		2012-12-31
FIDUCIARY TRUST - WINDHAVEN DIVERSIFIED AGGRESSIVE	P		2012-12-31
FIDUCIARY TRUST - COLUMBIA	P		2012-12-31
FIDUCIARY TRUST - COLUMBIA	P		2012-12-31
FIDUCIARY TRUST - RICE HALL	P		2012-12-31
FIDUCIARY TRUST - RAINIER	P		2012-12-31
FIDUCIARY TRUST - WINDHAVEN INVESTMENT	P		2012-12-31
FIDUCIARY TRUST - WINDHAVEN INVESTMENT	P		2012-12-31
FIDUCIARY TRUST - PIMCO	P		2012-12-31
FIDUCIARY TRUST - PIMCO	P		2012-12-31
FIDUCIARY TRUST - ARTIO	P		2012-12-31
FIDUCIARY TRUST - ARTIO	P		2012-12-31
FIDUCIARY TRUST - VH REALTY	P		2012-12-31
DISPOSAL OF OFFICE EQUIOPMENT	P		
POWERSHARES DB COMMODITY - K-1 SECTION 1256 GAINS - NET LONG TERM	P		
POWERSHARES DB COMMODITY - K-1 SECTION 1256 GAINS - NET SHORT TERM	P		
IVORY FLAGSHIP FUND, LP - K-1 SECTION 1256 GAINS - NET LONG TERM	P		
IVORY FLAGSHIP FUND, LP - K-1 SECTION 1256 GAINS - NET SHORT TERM	P		
IVORY FLAGSHIP FUND, LP - K-1 SECTION - NET SHORT TERM	P		
IVORY FLAGSHIP FUND, LP - K-1 SECTION - NET LONG TERM	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		35,676	-35,676
101,125			101,125
5,896			5,896
190,189			190,189
6,593			6,593
43,560			43,560
2,322			2,322
477			477
13,795,051		12,724,312	1,070,739
173,727		166,817	6,910
198,544		183,697	14,847
233,498		212,402	21,096
5,574,245		7,270,117	-1,695,872
1,900,000		2,054,789	-154,789
1,600,000		1,486,956	113,044
367,731		364,052	3,679
777,582		679,672	97,910
39,986		40,053	-67
3,810,014		3,568,139	241,875
109,646		99,189	10,457
5,094,676		6,809,786	-1,715,110
96,523		250,000	-153,477
	12,762	15,772	-3,010
2,490			2,490
1,660			1,660
		1,507	-1,507
		1,004	-1,004
287,190			287,190
		44,870	-44,870
415,497			415,497

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-35,676
			101,125
			5,896
			190,189
			6,593
			43,560
			2,322
			477
			1,070,739
			6,910
			14,847
			21,096
			-1,695,872
			-154,789
			113,044
			3,679
			97,910
			-67
			241,875
			10,457
			-1,715,110
			-153,477
			-3,010
			2,490
			1,660
			-1,507
			-1,004
			287,190
			-44,870
			415,497

Form 990PF Part XV Line 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*				
ALTERNATIVES FOR COMMUNITY & ENVIRONMENT 2181 WASHINGTON STREET SUITE 301 ROXBURY, MA 02119	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000
AMERICAN FARMLAND TRUST 1 SHORT STREET NORTHAMPTON, MA 01060	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	73,000
BOLTON WALKERS DBA JUST CAUSE WALK FOR BREAST CANCER PO BOX 132 BOLTON, MA 01740	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	10,000
BOSTON PUBLIC MARKET ASSOCIATION PO BOX 52385 BOSTON, MA 02205	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	223,000
CISA 1 SUGARLOAF STREET SOUTH DEERFIELD, MA 01373	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
CITYSEED 817 GRAND AVE NEW HAVEN, CT 06511	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	14,800
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	33,000
FARM FRESH RHODE ISLAND 1005 MAIN ST 1220 PAWTUCKET, RI 02860	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	40,000
GROW SMART RHODE ISLAND 235 PROMENADE ST SUITE 550 PROVIDENCE, RI 02908	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	40,000
HAITIAN AMERICAN PUBLIC HEALTH INITIATIVES PO BOX 260386 MATTAPAN, MA 02126	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	52,250
HARTFOOD FOOD SYSTEM INC 86 PARK STREET 2ND FLOOR HARTFORD, CT 06106	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	24,000
INNOVATION NETWORK FOR COMMUNITIES PO BOX 397 BEAVER ISLAND, MI 49782	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000
JOHN WESLEY PRESERVATION SOCIETY 4957 EVERGREEN ROAD OXFORD, MD 21654	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	5,000
JUST FOOD INC 1155 AVENUE OF THE AMERICAS 3RD FLOOR NEW YORK, NY 10036	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	59,000
MAINE ASSOCIATION OF NONPROFITS 565 CONGRESS ST SUITE 301 PORTLAND, ME 04101	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000

Form 990PF Part XV Line 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*				
NEW ECOLOGY INC 15 COURT SQUARE SUITE 420 BOSTON, MA 02108	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
NEW ENGLAND FARMERS UNION EDUCATIONAL FOUNDATION PO BOX 226 SHELBURNE FALLS, MA 01370	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	100,000
NEW ENGLAND GRASSROOTS ENVIRONMENT FUND PO BOX 1057 MONTPELIER, VT 05601	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
NUESTRAS RAICES 329 MAIN STREET HOLYOKE, MA 01040	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	55,000
PARTNERS FOR A HEALTHIER COMMUNITY PO BOX 4895 SPRINGFIELD, MA 01101	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	135,000
RED TOMATO 1033 TURNPIKE STREET CANTON, MA 02021	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	100,000
RHODE ISLAND ASSOC OF CONSERVATION DIST 2283 HARTFORD AVE JOHNSTON, RI 02919	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE, VT 05482	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
SOUTHSIDE COMMUNITY LAND TRUST 109 SOMERSET STREET PROVIDENCE, RI 02907	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	100,000
THE FOOD PROJECT 10 LEWIS STREET LINCOLN, MA 01773	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000
THE TRUSTEES OF RESERVATIONS 396 MOOSE HILL STREET SHARON, MA 02067	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	107,250
THE TRUSTEES OF RESERVATIONS 396 MOOSE HILL STREET SHARON, MA 02067	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT OF LAND INCLUDING ANY NECESSARY CONSERVATION RESTRICTIONS AS REQUIRED BY THE FOUNDATION - 432, 432R AND 438 MOOSE HILL STREET, SHARON, MA (32 4 ACRES), BOOK VALUE BASED ON HISTORICAL COST PLUS IMPROVEMENTS - $1,568,378,FAIR MARKET VALUE OF $1,600,000 - DETERMINED BASED UPON AN APPRAISAL REPORT PREPARED BY THE FOSTER COMPANY DATED OCTOBER 29, 2012 AND DATE OF THE GIFT - NOVEMBER 9, 2012	1,600,000
UNIVERSITY OF NEW HAMPSHIRE FOUNDATION 131 MAIN STREET DURHAM, NH 03824	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	36,000
UNIVERSITY OF NEW HAMPSHIRE 51 COLLEGE ROAD DURHAM, NH 03824	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	185,000
UNIVERSITY OF SOUTHERN MAINE 96 FALMOUTH STREET PORTLAND, ME 04104	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	30,000

Form 990PF Part XV Line 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*				
VERMONT SUSTAINABLE JOBS FUND 3 PITKIN COURT SUITE 301E MONTPELIER, VT 05602	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	75,000
WEST ELMOOD HOUSING DEVELOPMENT CORP 224 DEXTER STREET PROVIDENCE, RI 02907	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	45,000
WHOLESOME WAVE FOUNDATION 189 STATE STREET BRIDGEPORT, CT 06604	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	140,650
YMCA OF GREATER BOSTON 316 HUNTINGTON AVE BOSTON, MA 02115	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	27,000
Total . . . . ▶ **3a**				3,659,950