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Amended Return

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

, and ending

Name of foundation THE QUAKER HILL FOUNDATION, INC.		A Employer identification number 27-3801257
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 111	Room/suite	B Telephone number (978) 688-7211
City or town, state, and ZIP code NORTH ANDOVER, MA 01845		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) \$ 3450906.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8232.	8232.		Statement 1
	4 Dividends and interest from securities	35886.	35886.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	93268.			
	b Gross sales price for all assets on line 6a	367779.			
	7 Capital gain net income (from Part IV, line 2)		93268.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	107.	107.		Statement 3
	12 Total. Add lines 1 through 11	137493.	137493.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	559.	0.		559.
	b Accounting fees Stmt 5	3100.	0.		3100.
	c Other professional fees Stmt 6	14788.	14788.		0.
	17 Interest				
	18 Taxes Stmt 7	5373.	698.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	70.	0.		70.
	22 Printing and publications				
	23 Other expenses Stmt 8	4110.	0.		4106.
24 Total operating and administrative expenses. Add lines 13 through 23	28000.	15486.		7835.	
25 Contributions, gifts, grants paid	115349.			115349.	
26 Total expenses and disbursements. Add lines 24 and 25	143349.	15486.		123184.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5856.				
b Net investment income (if negative, enter -0-)		122007.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments			188286.	188286.
	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 11	0.	2348113.	2889557.	
	c	Investments - corporate bonds Stmt 12	0.	357090.	373063.	
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		0.	2893489.	3450906.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	2899345.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	-5856.		
30	Total net assets or fund balances	0.	2893489.			
31	Total liabilities and net assets/fund balances	0.	2893489.			

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	0.
2	Enter amount from Part I, line 27a	2	-5856.
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	2930281.
4	Add lines 1, 2, and 3	4	2924425.
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	30936.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2893489.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statements				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	367779.	274511.	93268.	
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				
b				
c				
d				
e			93268.	
2 Capital gain net income or (net capital loss)		2		93268.
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	186131.	3392138.	.054871
2010	193555.	3234689.	.059837
2009	183598.	2961206.	.062001
2008	166187.	3190202.	.052093
2007	182578.	3585292.	.050924
2 Total of line 1, column (d)			2 .279726
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 .055945
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1857843.
5 Multiply line 4 by line 3			5 103937.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1220.
7 Add lines 5 and 6			7 105157.
8 Enter qualifying distributions from Part XII, line 4 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.			8 123184.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1220.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1220.
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	1220.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2000.	
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	2000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	13.	
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	767.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 767. Refunded ☒ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ None		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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?	13	X	
Website address ► N/A				
14	The books are in care of ► THE FOUNDATION Telephone no. ► 978-688-7211			
Located at ► PO BOX 111, NORTH ANDOVER, MA ZIP+4 ► 01845				
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				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	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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

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
See Statement 13		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1811568.
b Average of monthly cash balances	1b	74567.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1886135.
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	1886135.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28292.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1857843.
6 Minimum investment return. Enter 5% of line 5	6	92892.

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	92892.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1220.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1220.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	91672.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	91672.
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	91672.

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	123184.
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	123184.
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	1220.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	121964.

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				91672.
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	11901.			
b From 2008	7714.			
c From 2009	36422.			
d From 2010	33707.			
e From 2011	20302.			
f Total of lines 3a through e	110046.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	123184.			
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				91672.
e Remaining amount distributed out of corpus	31512.			
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	141558.			
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	11901.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	129657.			
10 Analysis of line 9:				
a Excess from 2008	7714.			
b Excess from 2009	36422.			
c Excess from 2010	33707.			
d Excess from 2011	20302.			
e Excess from 2012	31512.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SWARTHMORE COLLEGE ALUMNI FUND, 500 COLLEGE AVE SWARTHMORE, PA 19081	NONE	PUBLIC CHARITY	ALUMNI FUND	2000.
CHURCH OF THE EPIPHANY 1317 G STREET NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT AND GRANT TO REPLACE AIR CONDITIONER CHILLER	13000.
ST DAVID'S CENTER FOR CHILD AND FAMILY DEVELOPMENT 3395 PLYMOUTH RD MINNETONKA, MN 55305	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
ALZHEIMER'S ASSOCIATION OF MN 7900 W 78TH ST SUITE 100 MINNEAPOLIS, MN 54439	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
THE BLAKE SCHOOL 110 BLAKE RD SOUTH HOPKINS, MN 55343	NONE	PUBLIC CHARITY	ANNUAL FUND	250.
Total			See continuation sheet(s)	115349.
b Approved for future payment				
None				
Total				0.

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

TREASURER

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

Carl B. Bindman

Carl B. Bindman

11/20/15

P00064356

Firm's name ► **CARL B. BINDMAN, CPA, P.C.**

Firm's EIN ► 04-2976995

Firm's address ► 18 RAILROAD STREET
ANDOVER, MA 01810

Phone no. (978) 470-2027

THE OUKER HILL FOUNDATION, INC.

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 CREE INC, 550 SHARES	P	06/16/11	10/12/12
b ITRON INC, 600 SHARES	P	10/04/11	10/12/12
c ABB LTD ADR, 1400 SHARES	P	02/20/09	07/31/12
d ALLSCRIPTS HEALTHCARE, 1500 SHARES	P	08/25/09	07/31/12
e ANHEUSER BUSCH 154 SHARES	P	09/06/11	10/05/12
f ANHEUSER BUSCH 71 SHARES	P	09/06/11	10/15/12
g ANHEUSER BUSCH 100 SHARES	P	09/06/11	12/20/12
h ANHEUSER BUSCH 75 SHARES	P	08/11/11	12/27/12
i AUTOMATIC DATA PROCESSING 125 SHARES	P	02/29/08	12/12/12
j COMCAST 375 SHARES	P	08/06/07	11/20/12
k COMCAST 525 SHARES	P	08/06/07	12/20/12
l COMCAST 200 SHARES	P	01/13/11	12/20/12
m DIAGEO PLC 125 SHARES	P	01/31/11	11/19/12
n DIAGEO PLC 150 SHARES	P	01/31/11	12/20/12
o EBAY 200 SHARES	P	06/13/11	11/19/12

(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 13810.		25740.	-11930.
b 25212.		24893.	319.
c 24240.		16726.	7514.
d 13739.		20601.	-6862.
e 13949.		8314.	5635.
f 6165.		3721.	2444.
g 8908.		5216.	3692.
h 6579.		3761.	2818.
i 7165.		5006.	2159.
j 13695.		9649.	4046.
k 19941.		13150.	6791.
l 7596.		4508.	3088.
m 14497.		7814.	6683.
n 18030.		9258.	8772.
o 9538.		5992.	3546.

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			-11930.
b			319.
c			7514.
d			-6862.
e			5635.
f			2444.
g			3692.
h			2818.
i			2159.
j			4046.
k			6791.
l			3088.
m			6683.
n			8772.
o			3546.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

THE OQUAKER HILL FOUNDATION, INC.

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	EBAY 250 SHARES	P	06/13/11	11/20/12
b	EBAY 114 SHARES	P	06/30/10	12/06/12
c	EBAY 136 SHARES	P	06/30/10	12/11/12
d	FEDERAL HOME LOAN MTGE CORP 5.125% BOND	P	11/04/05	07/15/12
e	JOHNSON AND JOHNSON 75 SHARES	P	11/18/09	12/20/12
f	LIBERTY INTERACTIVE 225 SHARES	P	01/08/08	11/20/12
g	LIBERTY VENTURES 28 SHARES	P	01/31/11	09/27/12
h	LIBERTY VENTURES 4 SHARES	P	01/31/11	09/27/12
i	LIBERTY VENTURES .5 SHARES	P	01/08/08	08/28/12
j	LIBERTY VENTURES 85 SHARES	P	01/31/11	12/11/12
k	LIBERTY VENTURES 12 SHARES	P	01/31/11	12/11/12
l	WALMART STORES 550 SHARES	P	06/22/93	12/12/12
m	WALMART STORES 100 SHARES	P	01/13/11	12/12/12
n	WASTE MANAGEMENT 249 SHARES	P	08/06/07	11/06/12
o	WASTE MANAGEMENT 132 SHARES	P	08/06/07	11/07/12

(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 12050.		7468.	4582.
b 5926.		2267.	3659.
c 7076.		2705.	4371.
d 50000.		50199.	-199.
e 5301.		4679.	622.
f 4313.		3446.	867.
g 389.		286.	103.
h 50.		36.	14.
i 2.		2.	0.
j 5013.		3404.	1609.
k 711.		462.	249.
l 38076.		6787.	31289.
m 6923.		5501.	1422.
n 8024.		9512.	-1488.
o 4223.		5042.	-819.

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			4582.
b			3659.
c			4371.
d			-199.
e			622.
f			867.
g			103.
h			14.
i			0.
j			1609.
k			249.
l			31289.
m			1422.
n			-1488.
o			-819.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

THE OQUAKER HILL FOUNDATION, INC.**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	WASTE MANAGEMENT 120 SHARES	P	08/06/07	11/08/12
b	WASTE MANAGEMENT 49 SHARES	P	08/06/07	11/21/12
c	WASTE MANAGEMENT 50 SHARES	P	08/06/07	11/27/12
d	Capital Gains Dividends			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3837.		4584.	-747.
b 1567.		1872.	-305.
c 1601.		1910.	-309.
d 9633.			9633.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-747.
b			-305.
c			-309.
d			9633.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	93268.
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
FOUNDATION FOR THE NATIONAL INSTITUTES OF HEALTH 9650 ROCKVILLE PIKE BETHESDA, MD 20814	NONE	PUBLIC CHARITY	DEAN O'NEILL FUND	50.
REECE'S RAINBOW PO BOX 4024 GAITHERBURG, MD 20885	NONE	PUBLIC CHARITY	DELILAH AND BASAS FAMILY FUND	125.
MINNETONKA CENTER FOR THE ARTS 2240 NORTH SHORE DRIVE WAYZATA, MN 55391	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
EPISCOPAL HOMES FOUNDATION 490 E LYNNHURST AVE ST PAUL, MN 55104	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1000.
PLANNED PARENTHOOD 671 VANDALIA STREET ST PAUL, MN 55114	NONE	PUBLIC CHARITY	CELEBRATE! EVENT SUPPORT	125.
MINNESOTA LAND TRUST 2356 UNIVERSITY AVE, WEST, STE 240 ST PAUL, MN 55114	NONE	PUBLIC CHARITY	ENCAMPMENT RIVER CONSERVATION FUND	250.
HIRAM COLLEGE PO BOX 67 HIRAM, OH 44234	NONE	PUBLIC CHARITY	ECLECTIC FUND SUPPORT	2500.
UNITED WAY OF GREATER CINCINNATI 2400 READING RD CINCINNATI, OH 45202	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4029.
VALLEY INTERFAITH FOOD AND CLOTHING CENTER 420 WEST WYOMING AVE CINCINNATI, OH 45215	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06521	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
Total from continuation sheets				99599.

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 LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
BUCKINGHAM FRIENDS SCHOOL PO BOX 159 LAHASKA, PA 18931	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
ASCENSION AND HOLY TRINITY CHURCH 334 BURNS AVENUE CINCINNATI, OH 45215	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1769.
ST BARTHOLOMEW CHURCH 9375 WINTON RD CINCINNATI, OH 45231	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1620.
SECOND HARVEST HEARTLAND PO BOX 64051 ST PAUL, MN 55164	NONE	PUBLIC CHARITY	GENERAL SUPPORT	150.
MINNESOTA PUBLIC RADIO PO BOX 65856 ST PAUL, MN 55165	NONE	PUBLIC CHARITY	GENERAL SUPPORT	790.
MINNESOTA CHORALE HENNEPIN CTR FOR THE ARTS, 528 HENNEPIN AVE, STE 407 MINNEAPOLIS, MN 55403	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3540.
BRYN MAWR COLLEGE 101 NORTH MERION AVE BRYN MAWR, PA 19010	NONE	PUBLIC CHARITY	ANNUAL FUND	3625.
TWIN CITIES PUBLIC TELEVISION 172 WEST FOURTH STREET ST PAUL, MN 55101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1200.
SAVE THE CHILDREN INC 52 WILTON ROAD WESTPORT, CT 06880	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
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
ST CATHERINE UNIVERSITY 2004 RANDOLPH AVE ST PAUL, MN 55105	NONE	PUBLIC CHARITY	JULIE BELLE WHITE NEWMAN FUND AND GRANT FOR SCHOLARSHIPS, MASTER/ART IN ORG. LEADERSHIP	5500.
EVERYDAY MIRACLES INC 1121 JACKSON ST NE 121 MINNEAPOLIS, MN 55413	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
BALLARD FOOD BANK 5130 LEARY AVE, NW SEATTLE, WA 98107	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2050.
NAMI GREATER SEATTLE 802 NW 70TH STREET SEATTLE, WA 98117	NONE	PUBLIC CHARITY	GENERAL SUPPORT	950.
NORTHWEST OUTWARD BOUND SCHOOL 31520 E WOODARD ROAD TROUTDALE, OR 97060	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3000.
SOLID GROUND 1501 NORTH 45TH STREET SEATTLE, WA 98103	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1000.
WELLSPRING FAMILY SERVICES 1900 RAINIER AVE, SOUTH SEATTLE, WA 98144	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3000.
AMERICAN TEXTILE HISTORY MUSEUM 491 DUTTON STREET LOWELL, MA 01854	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
BOXFORD OPEN LAND TRUST/BOXFORD TRAILS ASSOC PO BOX 95 BOXFORD, MA 01921	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
CHILDREN'S INTERNATIONAL PO BOX 21905 KANSAS CITY, MO 64121	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1000.
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
COMMUNITY GIVING TREE PO BOX 508 W BOXFORD, MA 01885	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN, MD 21741	NONE	PUBLIC CHARITY	GENERAL SUPPORT IN MEMORY OF MICHELE BELLETETE	100.
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER ST, SUITE 101 DANVERS, MA 01923	NONE	PUBLIC CHARITY	SUMMER FUND 2013 AND ANDOVER COALITION FOR EDUCATION FUND	1000.
ENDICOTT COLLEGE 376 HALE STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	GENERAL SUPPORT	85.
FIRST LUTHERAN CHURCH 1230 5TH AVE MOLINE, IL 61265	NONE	PUBLIC CHARITY	GENERAL SUPPORT IN HONOR OF ELEANOR BRAATAN	250.
GRACE CHURCH 35 JACKSON STREET LAWRENCE, MA 01840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
HURRICANE ISLAND OUTWARD BOUND 39 MECHANIC ST, SUITE 310 CAMDEN, ME 04843	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
INN OF THE GOOD SAMARITAN BM 7006, 8400 NW 25TH STREET DORAL, FL 33122	NONE	PUBLIC CHARITY	GENERAL SUPPORT	333.
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, PA 18042	NONE	PUBLIC CHARITY	GENERAL SUPPORT	400.
OUTWARD BOUND USA 255 WEST 36TH STREET 8TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
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
PERLEY SCHOLARSHIP FUND PO BOX 82, BOXFORD PUBLIC LIBRARY BOXFORD, MA 01921	NONE	PUBLIC CHARITY	SCHOLARSHIP FUNDS	100.
PIKE SCHOOL 34 SUNSET ROCK RD ANDOVER, MA 01810	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
SISTERS OF TRANSFIGURATION 495 ALBION AVENUE CINCINNATI, OH 45246	NONE	PUBLIC CHARITY	GENERAL SUPPORT	333.
ST JAMES EPISCOPAL CHURCH 119 WASHINGTON STREET GROVELAND, MA 01834	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3000.
SCHOOL YEAR ABROAD 439 SOUTH UNION STREET, SUITE 404 LAWRENCE, MA 01843	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
GOVERNOR'S ACADEMY 1 ELM STREET BYFIELD, MA 01922	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
FRIENDS OF HENNEPIN COUNTY LIBRARY 300 NICOLLET MALL, SUITE N290 MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50.
ANDOVER CHAMBER MUSIC SERIES C/O MICHAEL BROWER, PO BOX 5075 ANDOVER, MA 01810	NONE	PUBLIC CHARITY	GENERAL SUPPORT	800.
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
ANDOVER VILLAGE IMPROVEMENT SOCIETY PO BOX 5097 ANDOVER, MA 01810	NONE	PUBLIC CHARITY	GENERAL SUPPORT	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
MERRIMACK VALLEY HABITAT FOR HUMANITY 60 ISLAND STREET LAWRENCE, MA 01840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
THOMPSON ISLAND OUTWARD BOUND PO BOX 127 BOSTON, MA 02127	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1000.
WINDRUSH FARM 30 BROOKVIEW RD BOXFORD, MA 01921	NONE	PUBLIC CHARITY	GENERAL SUPPORT	700.
LAZARUS HOUSE PO BOX 408 LAWRENCE, MA 01842	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
MERRIMACK VALLEY HOSPICE 360 MERRIMACK STREET, BUILDING 9 LAWRENCE, MA 01843	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
MINNESOTA LAND TRUST 2356 UNIVERSITY AVE, WEST, STE 240 ST PAUL, MN 55114	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
RAILS TO TRAILS 2121 WARD CT, NW 5TH FLOOR WASHINGTON, DC 20037	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75.
FIRST PARISH 14 BEDFORD ROAD LINCOLN, MA 01773	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50.
UNIVERSITY UNITARIAN CHURCH 6556 35TH AVE, NE SEATTLE, WA 98115	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1638.
NATURE CONSERVANCY 4245 NORTH HALIFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75.
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
PHYSICIANS FOR SOCIAL RESPONSIBILITY PO BOX 98035 WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
PLANNED PARENTHOOD PO BOX 97166 WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
KPLU PACIFIC LUTHERAN UNIVERSITY TACOMA, WA 98447	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75.
UNITED WAY OF KING COUNTY 720 SECOND AVENUE SEATTLE, WA 98104	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
OXFAM INTERNATIONAL 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300.
ORCAS ISLAND FOUNDATION 360 INDRALEYA ROAD EASTSOUND, VA 98245	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
SEATTLE ART MUSEUM 1300 FIRST AVENUE SEATTLE, WA 98101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	80.
METROPOLITAN MUSEUM OF ART 100 5TH AVENUE NEW YORK, NY 10028	NONE	PUBLIC CHARITY	GENERAL SUPPORT	85.
KING FM 10 HARRISON STREET, SUITE 100 SEATTLE, WA 98109	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50.
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
FINCA 1101 14TH STREET, NW 11 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	150.
METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	150.
METROPOLITAN OPERA 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	163.
THE OPEN DOOR 28 EMERSON AVENUE GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT IN HONOR OF IAN AND DUNCAN STEVENS FAMILIES	7650.
HANDEL AND HAYDN SOCIETY PO BOX 4106 WOBBURN, MA 01888	NONE	PUBLIC CHARITY	GENERAL SUPPORT	150.
CHORUS NORTH SHORE PO BOX 281 ROCKPORT, MA 01966	NONE	PUBLIC CHARITY	GENERAL SUPPORT	644.
CAPE ANN MUSEUM 27 PLEASANT STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT	130.
WELCOMING THE STRANGER PO BOX 1156 LANGHORNE, PA 19047	NONE	PUBLIC CHARITY	GENERAL SUPPORT	125.
ANDOVER ALUMNI FUND PHILLIPS ACADEMY, 180 MAIN STREET ANDOVER, MA 01810	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
YALE UNIVERSITY ALUMNI FUND PO BOX 803 NEW HAVEN, CT 06503	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
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
AMERICAN RED CROSS NEW ENGLAND DIVISION 100 CUMMINGS CENTER BEVERLY, MA 01915	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50.
BEVERLY BOOTSTRAPS 371 CABOT STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
NORTH SHORE UNITED WAY 248 CABOT STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
SOUTHERN POVERTY LEADERSHIP CONFERENCE C/O MORRIS DEES, 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	GENERAL SUPPORT	135.
COOL MOUNTAIN EDUCATION FUND 5038 16TH AVE, NE SEATTLE, WA 98105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
GUTTMACHER INSTITUTE 125 MAIDEN LANE, 7TH FLOOR NEW YORK, NY 10038	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
HOME HEALTH FOUNDATION 360 MERRIMACK STREET, BUILDING 9 LAWRENCE, MA 01843	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
MONTEVERDE FRIENDS SCHOOL USA C/O CLARE ROWE, PO BOX 993 AMHERST, MA 01004	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
NAMI PO BOX 62596 BALTIMORE, MD 21264	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
NPR DEPARTMENT 6054 WASHINGTON, DC 20042	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
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
PLANNED PARENTHOOD OF THE NW 2001 EAST MADISON STREET SEATTLE, WA 98122	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
THE MAYHEW PROGRAM PO BOX 120 BRISTOL, NH 03222	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50.
UCEF 4515 16TH AVE, NE SEATTLE, WA 98105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
JOHNS HOPKINS MEDICAL SCHOOL 3400 NORTH CHARLES ST BALTIMORE, MD 21218	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2000.
COMMUNITY CHURCH OF DURHAM PO BOX 310 DURHAM, NH 03824	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1500.
DURHAM PUBLIC LIBRARY 7 MILL ROAD, UNIT H DURHAM, NH 03824	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4500.
SOUTHERN EXPOSURE 3030 20TH STREET SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	GRANT	2500.
BOOK 'EM 161 RAINS AVENUE NASHVILLE, TN 37203	NONE	PUBLIC CHARITY	GRANT FOR READING IS FUNDAMENTAL PROGRAM TO PURCHASE BOOKS	7500.
MANCHESTER PUBLIC LIBRARY 15 UNION STREET MANCHESTER, MA 01944	NONE	PUBLIC CHARITY	GRANT FOR SHELVEING FOR CHILDREN'S ROOM	9500.
MINNEAPOLIS PATHWAYS 3115 HENNEPIN AVE SOUTH MINNEAPOLIS, MN 55408	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5500.
Total from continuation sheets				

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

Source	Amount
BROWN BROTHERS HARRIMAN	1281.
FIDELITY BROKERAGE SERVICES LLC	7072.
FIDELITY BROKERAGE SERVICES LLC - PURCHASED INTEREST	-121.
Total to Form 990-PF, Part I, line 3, Column A	8232.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BROWN BROTHERS HARRIMAN	38086.	9633.	28453.
FIDELITY BROKERAGE SERVICES LLC	7433.	0.	7433.
Total to Fm 990-PF, Part I, ln 4	45519.	9633.	35886.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
OCCIDENTAL PERMIAN	107.	107.	
Total to Form 990-PF, Part I, line 11	107.	107.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	559.	0.		559.
To Fm 990-PF, Pg 1, ln 16a	559.	0.		559.

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ACCOUNTING FEES	3100.	0.		3100.	
To Form 990-PF, Pg 1, ln 16b	3100.	0.		3100.	

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INVESTMENT MANAGEMENT FEES	14788.	14788.		0.	
To Form 990-PF, Pg 1, ln 16c	14788.	14788.		0.	

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN TAX PAID	698.	698.		0.	
FEDERAL TAXES	4675.	0.		0.	
To Form 990-PF, Pg 1, ln 18	5373.	698.		0.	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
WEB HOSTING	106.	0.		106.	
ADMINISTRATIVE EXPENSE	4000.	0.		4000.	
BOND AMORTIZATION	4.	0.		0.	
To Form 990-PF, Pg 1, ln 23	4110.	0.		4106.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	9
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Description	Amount
TRANSFER FROM QUAKER HILL FOUNDATION, 13-6088786	2930281.
Total to Form 990-PF, Part III, line 3	2930281.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	10
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Description	Amount
TRANSFER TO QUAKER HILL FOUNDATION, 13-6088786	30936.
Total to Form 990-PF, Part III, line 5	30936.

Form 990-PF	Corporate Stock	Statement	11
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Description	Book Value	Fair Market Value
BOLLORE EUR16, 100 SHARES	23409.	33962.
ARCOS DORADOS HOLDINGS, 475 SHARES	7246.	5681.
TORAY INDUSTRIES, 3000 SHARES	16727.	18540.
NOVOZYMES A/S SER B, 1000 SHARES	15391.	27800.
NXP SEMICONDUCTORS, 1000 SHARES	20576.	26320.
TOMRA SYSTEMS ASA NOK1, 2000 SHARES	15348.	17700.
ANGIODYNAMICS, 800 SHARES	12364.	8792.
APPLE INC, 100 SHARES	15475.	53217.
APTARGROUP INC, 600 SHARES	18425.	28632.
ADP, 500 SHARES	26308.	28465.
CVS CAREMARK GROUP, 900 SHARES	26393.	43515.
CISCO SYS INC, 1150 SHARES	20914.	22596.
CORNING INC, 1625 SHARES	20621.	20507.
DEVON ENERGY CORP, 250 SHARES	15567.	13010.
EMC CORP, 1500 SHARES	17034.	37950.
EMERSON ELECTRIC, 600 SHARES	18685.	31776.
ENCANA CORP, 600 SHARES	18979.	11856.
F5 NETWORKS, 200 SHARES	11726.	19430.
GLAXOSMITHKLINE ADR, 600 SHARES	26453.	26082.
HOME DEPOT INC, 950 SHARES	24030.	58757.
IPG PHOTONICS CORP COM, 750 SHARES	8322.	49987.
ILLUMINA INC, 150 SHARES	7709.	8338.
INTEL, 1200 SHARES	17004.	24744.
JOHNSON & JOHNSON, 400 SHARES	22773.	28040.
JOHNSON CTLS, 700 SHARES	20893.	21469.

LABORATORY CORP AMER HLDS, 400 SHARES	25865.	34648.
NESTLE SA SPON ADR, 600 SHARES	20734.	39067.
NOVARTIS AG ADR, 400 SHARES	16252.	25320.
PORTLAND GEN ELECTRIC, 900 SHARES	16427.	24624.
PROCTOR & GAMBLE, 500 SHARES	26569.	33945.
SCHULMBERGER LTD, 400 SHARES	16372.	27720.
TERADATA CORP, 100 SHARES	7396.	6189.
TEVA PHARMACEUTICAL, 750 SHARES	32806.	28005.
VARIAN MEDICAL SYS, 450 SHARES	14815.	31608.
WALMART STORES, 500 SHARES	25127.	34115.
PIMCO TOTAL RETURN FUND, 27989 SHARES	311454.	314594.
BBH LIMITED DURATION FUND, 19705 SHARES	205593.	204934.
BED BATH & BEYOND, 275 SHARES	15773.	15375.
COMCAST CORP, 1300 SHARES	27370.	48568.
LIBERTY INTERACTIVE, 1716 SHARES	24325.	33771.
TARGET CORP, 700 SHARES	34471.	41419.
ANHEUSER-BUSCH, 100 SHARES	4963.	8741.
DIAGEO PLC, 275 SHARES	15985.	32060.
NESTLE S A SPONS ADR, 975 SHARES	39141.	63541.
PEPSICO, 450 SHARES	27550.	30794.
WAL-MART STORES, 300 SHARES	3702.	20469.
EOG RESOURCES, 400 SHARES	36962.	48316.
OCCIDENTAL PETROLEUM, 335 SHARES	24261.	25664.
SOUTHWESTERN ENERGY, 900 SHARES	33353.	30069.
BERKSHIRE HATHAWAY, 850 SHARES	68454.	76245.
CHUBB CORP, 750 SHARES	36278.	56490.
PROGRESSIVE CORP, 1950 SHARES	29571.	41145.
US BANCORP, 2150 SHARES	53418.	68671.
WELLS FARGO, 1300 SHARES	39888.	44434.
BAXTER INTL, 900 SHARES	42335.	59994.
DENTSPLY, 800 SHARES	24074.	31688.
JOHNSON & JOHNSON, 325 SHARES	20263.	22782.
NOVARTIS AG ADR, 850 SHARES	45660.	53805.
HENRY SCHEIN, 300 SHARES	18934.	24126.
WASTE MANAGEMENT, 1000 SHARES	33789.	33740.
ADP, 375 SHARES	15018.	21349.
DELL, 1800 SHARES	40528.	18252.
EBAY, 500 SHARES	6359.	25499.
GOOGLE INC, 72 SHARES	43327.	50931.
MICROSOFT CORP, 1025 SHARES	26079.	27377.
QUALCOMM, 550 SHARES	33020.	34023.
CELANESE CORP, 350 SHARES	15537.	15586.
PRAXAIR INC, 150 SHARES	15771.	16418.
LONGLEAF PARTNERS SMALL CAP FUND, 2907 SHARES	74300.	83942.
BBH INTERNATIONAL EQUITY FUND, 10774 SHARES	129872.	142868.
T ROWE PRICE NEW ASIA FUND, 4133 SHARES	80000.	69470.
Total to Form 990-PF, Part II, line 10b	2348113.	2889557.

Form 990-PF	Corporate Bonds	Statement 12
Description	Book Value	Fair Market Value
DELL INC 4.7% 4/15/2013	25250.	25293.
CVS CAREMARK 5.75% 6/1/2017	26827.	29889.
STATOIL ASA 3.125% 8/17/2017	25325.	27209.
CONAGRA FOODS 2.1% 3/15/2018	25304.	25041.
MEDTRONIC INC 4.5% 3/15/2014	130012.	130818.
NASDAQ GROUP 4.0% 1/15/2015	24905.	26170.
PEPSICO 3.1% 1/15/2015	25266.	26239.
GENENTECH 4.75% 7/15/2015	24749.	27571.
CISCO SYSTEMS 5.5% 2/22/2016	24483.	28576.
DELL INC. 3.1% 4/1/2016	24969.	26257.
Total to Form 990-PF, Part II, line 10c	357090.	373063.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 13
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account
ELIZABETH DUCOT 17 GREEN WAY CHELMSFORD, MA 01824	TRUSTEE 0.50	0.	0. 0.
DANIEL MINER 1 SULLIVAN FALLS RD DURHAM, NH 03824	TRUSTEE 0.50	0.	0. 0.
PHEBE RICHARDS 8923 SE COLVOS DRIVE OLALLA, WA 98359	TRUSTEE 0.50	0.	0. 0.
JOHN THERIAULT 28 CLIFF STREET BEVERLY, MA 01915	TREASURER 1.20	0.	0. 0.
JOHN P. STEVENS, IV 3 ESSEX STREET, APT. 211 BEVERLY, MA 01915	CHAIRMAN 2.10	0.	0. 0.

THE QUAKER HILL FOUNDATION, INC.

27-3801257

ANDREW CURRIE
8700 LUNSKI LANE
EDEN PRARIE, MN 55347

TRUSTEE
0.50

0. 0. 0.

REBEKAH BUNDANG
2138 WOOLFORD ROAD
VIENNA, VA 22182

SECRETARY
2.10

0. 0. 0.

ROBERT WILCOX
2158 HARTFORD AVE
ST. PAUL, MN 55116

TRUSTEE
0.50

0. 0. 0.

Totals included on 990-PF, Page 6, Part VIII

0. 0. 0.

QUAKER HILL FOUNDATION, INC. (EIN 27-3801257)
STATEMENT ATTACHED TO AMENDED FORM 990-PF
FOR THE YEAR ENDED DECEMBER 31, 2012

THE FORM 990-PF FOR QUAKER HILL FOUNDATION, INC. IS
BEING AMENDED TO CORRECT FOR THE \$7,835 OF DISBURSEMENTS
THAT WERE MADE BY THE ORGANIZATION WHICH SHOULD HAVE
BEEN CLASSIFIED AS BEING FOR CHARITABLE PURPOSES IN
COLUMN (D) OF PART I.

AS A RESULT THE ADJUSTED QUALIFYING DISTRIBUTIONS IN
PART XII WERE INCREASED BY \$7,835 TO \$121,964.

IN ADDITION, THE ORGANIZATION IS CLASSIFIED AS A SUCCESSOR
NON-PROFIT ORGANIZATION TO THE PREDECESSOR ORGANIZATION,
QUAKER HILL FOUNDATION (EIN 13-6088786). AS A RESULT THE HISTORICAL
INFORMATION FOR ADJUSTED QUALIFYING DISTRIBUTIONS AND NET VALUE OF
NON-CHARITABLE-USE ASSETS HAS BEEN INCLUDED IN PART V FOR THE CALCULATION
OF THE REDUCED TAX ON NET INVESTMENT INCOME UNDER SECTION 4940E OF THE IRC.

FINALLY, THE EXCESS DISTRIBUTIONS FROM THE PREDECESSOR ORGANIZATION, QUAKER
HILL FOUNDATION, WERE AMENDED IN PART XIII: UNDISTRIBUTED INCOME, TO REFLECT
THE CONTINUITY OF THE SUCCESSOR ORGANIZATION TO THE ACTIVITY OF THE
PREDECESSOR'S DISTRIBUTION HISTORY.