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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 , and ending

Name of foundation: OAKLAND FOUNDATION, INC.

A Employer identification number: 55-0754353

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 491 — Room/suite:

B Telephone number (see instructions): 802-253-5115

City or town, state and ZIP code: STOWE VT 05672

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) ▶ $ 3,944,339

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))

	Line	Description	(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)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	69		69	
	4	Dividends and interest from securities	146,820	143,720	146,820	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	61,702			
	b	Gross sales price for all assets on line 6a 251,735				
	7	Capital gain net income (from Part IV, line 2)		61,702		
	8	Net short-term capital gain			4,758	
	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)				
	12	**Total.** Add lines 1 through 11	208,591	205,422	151,647	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	28,000			28,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	2,142			2,142
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	1,640			1,640
	c	Other professional fees (attach schedule) Stmt 2	32,032	28,032		4,000
	17	Interest	86	86		
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion Stmt 3	193			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	3,499			3,499
	24	**Total operating and administrative expenses.** Add lines 13 through 23	67,592	28,118	0	39,281
	25	Contributions, gifts, grants paid	141,612			141,612
	26	**Total expenses and disbursements.** Add lines 24 and 25	209,204	28,118	0	180,893
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-613			
	b	**Net investment income** (if negative, enter -0-)		177,304		
	c	**Adjusted net income** (if negative, enter -0-)			151,647	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	16,129	13,933	13,933
	2	Savings and temporary cash investments	169,110	156,050	156,050
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) Stmt 5	50,000	50,000	56,678
	b	Investments – corporate stock (attach schedule) See Stmt 6	2,024,293	2,189,215	3,333,964
	c	Investments – corporate bonds (attach schedule) See Stmt 7	494,599	344,513	383,714
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 16,428			
		Less accumulated depreciation (attach sch) ▶ Stmt 8 16,428	193		
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	2,754,324	2,753,711	3,944,339
Liabilities	17	Accounts payable and accrued expenses	1,211	1,211	
	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)	1,211	1,211	
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	3,091,339	3,091,339	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-338,226	-338,839	
	30	**Total net assets or fund balances** (see instructions)	2,753,113	2,752,500	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,754,324	2,753,711	

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	2,753,113
2	Enter amount from Part I, line 27a	2	-613
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,752,500
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,752,500

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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 Worksheet			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				

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	61,702
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	4,758

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	179,790	3,811,930	0.047165
2010	153,793	3,524,952	0.043630
2009	146,705	3,296,119	0.044508
2008	173,535	3,697,684	0.046931
2007	188,523	4,036,820	0.046701

2	**Total** of line 1, column (d)	2	0.228935
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	0.045787
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,906,469
5	Multiply line 4 by line 3	5	178,865
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,773
7	Add lines 5 and 6	7	180,638
8	Enter qualifying distributions from Part XII, line 4	8	180,893

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,773
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,773
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,773
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,385		
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	1,385
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	388
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8 enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WV, VT			
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	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 ▶ MRS. KATHERINE COPPOCK Telephone no ▶ 802-253-4550
808 BARROWS ROAD
Located at ▶ STOWE VT ZIP+4 ▶ 05672

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 |

			Yes	No
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		X
	See the 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 instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	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 ▶ 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)	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 ▶ 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.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes " attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? 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 (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
KATHERINE L. COPPOCK 808 BARROWS RD	STOWE VT 05672	PRESIDENT 16.00	14,000	0	0
JOHN S. LUTZ 1109 7TH STREET	PARKERSBURG WV 26101	VICE-PRES 6.00	7,000	0	0
ELIZABETH S. LUTZ 1131 7TH STREET	PARKERSBURG WV 26101	SECRETARY 6.00	7,000	0	0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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	3,732,458
b	Average of monthly cash balances			1b	233,500
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	3,965,958
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	3,965,958
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)			4	59,489
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,906,469
6	**Minimum investment return.** Enter 5% of line 5			6	195,323

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	195,323
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,773		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,773
3	Distributable amount before adjustments Subtract line 2c from line 1			3	193,550
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	193,550
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	193,550

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	180,893
b	Program-related investments – total from Part IX-B	1b	
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	180,893
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	1,773
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	179,120

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				193,550
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			13,378	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 180,893				
a Applied to 2011, but not more than line 2a			13,378	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				167,515
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				26,035
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

KATHERINE COPPOCK 802-253-4550
808 BARROWS RD STOWE VT 05672

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

SEE ATTACHED GUIDELINES

c Any submission deadlines

NONE

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

NONE

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 Statement 9				141,612
Total			▶ 3a	141,612
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	69	
4 Dividends and interest from securities			14	146,820	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	61,702	
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		208,591	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 208,591

(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)
N/A	

DAA

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions, and sharing arrangements
N/A			

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

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

Signature of officer or trustee: Catherine L Cornell | Date: 5/9/13 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name: MAC LICHTERMAN, CPA	Preparer's signature	Date: 05/03/13	Check ☐ if self-employed
Firm's name ▶ TENNEY & ASSOCIATES, LLC CPA'S		PTIN	P00575378
Firm's address ▶ 1101 ROSEMAR ROAD, SUITE B		Firm's EIN ▶	31-1624928
PARKERSBURG, WV 26105		Phone no	304-428-9711

DAA

2830V 05/03/2013 1 31 PM

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return: OAKLAND FOUNDATION, INC.

Identifying number: 55-0754353

Business or activity to which this form relates: Indirect Depreciation

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	193
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only–see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs.	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	193
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2012)

DAA

There are no amounts for Page 2

GUIDELINES AND REVIEW PROCEDURES

Oakland Foundation grants are available for West Virginia and northern Vermont tax-exempt 501 (c) (3) organizations in the areas of social services, the arts, education, the environment, health and historic preservation, with an emphasis on social services. Grants are not made to individuals, capital campaigns, for emergency or deficit funding, or for administrative or startup costs.

Please note that the Oakland Foundation is a small family foundation and receives requests totaling four to five times the amount available for distribution.

Three collated sets of the grant application form and all related materials should be sent to The Oakland Foundation, PO Box 3680, Parkersburg, WV 26103

1. Proposals should include the Oakland Foundation grant application form as well as a cover letter setting forth specific objectives, a detailed estimated project budget and the organization's financial statement, including a copy of the most recent IRS Form 990, if one is filed.

2. **Federal** tax-exempt 501(c)(3) status of the applicant under the Internal Revenue Code **must** be documented. State tax exemption certificates do NOT satisfy this requirement.

3. The Foundation's grant program emphasizes institutions and organizations serving the people of the states of West Virginia and northern Vermont.

4. The Foundation will generally consider only one application from an organization in any given year. Applications for the same project in successive years might not be granted.

5. Specific projects are preferred rather than requests for general operating funds. We want to enable self-supporting non-profit organizations to accomplish projects that they otherwise might not be able to do, rather than provide funds for general support.

6. Grant applications of $5000 or less are given priority.

7. Follow-up reports are required upon completion of the project. **Organizations which do not** submit follow-up reports in a timely fashion will not be considered for further grants.

8. Do not fax, email, or send grants by Federal Express. Allow sufficient time for the post office to receive grants by the due date. Do not submit proposals in binders, covers, or folders. Do not include books, tapes, etc.

REVIEW PROCEDURES

The Directors meet quarterly to consider grant requests. Applications must be received by March 1, June 1, September 1, or December 1. Grants will be awarded by the end of those months. Grants received after the deadline will be included in the following quarter

2830V 05/03/2013 1 31 PM

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | **2012**

For calendar year 2012, or tax year beginning , and ending

Name: OAKLAND FOUNDATION, INC.

Employer Identification Number: 55-0754353

	(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)
(1)	75,000 GENERAL ELECTRIC 4% 2/15/12	P	02/11/08	01/15/12
(2)	75,000 GENWORTH GLOBAL FD 5.25% 5/15	P	03/11/08	05/15/12
(3)	335 SHARES PPG INDUSTRIES	P	10/09/09	06/12/12
(4)	465 SHARES DEERE & CO	P	10/09/09	09/11/12
(5)	ST CAPITAL GAIN DIVIDENDS	P	Various	Various
(6)	LTCG DISTRIBUTIONS			
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	75,000		75,000	
(2)	75,000		75,000	
(3)	34,824		20,003	14,821
(4)	36,394		20,030	16,364
(5)	4,758			4,758
(6)	25,759			25,759
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				
(2)				
(3)				14,821
(4)				16,364
(5)				4,758
(6)				25,759
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX SERVICES	$ 1,640	$	$	$ 1,640
Total	$ 1,640	$ 0	$ 0	$ 1,640

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TRUSTEE FEES-UNITED BANK	$ 15,782	$ 15,782	$	$
CONSULTING FEES	16,250	12,250		4,000
Total	$ 32,032	$ 28,032	$ 0	$ 4,000

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
CHAIR	12/18/97	$ 543	$ 543	200DB	7	$	$	$
BOOKCASE	1/12/97	76	76	200DB	7			
DELL COMPUTER	1/02/02	2,382	2,382	200DB	5			
STAPLES PRINTER	11/09/02	230	230	200DB	5			
COMPUTER EQUIPMENT	12/31/97	8,645	8,645	200DB	5			
LAPTOP	2/03/06	2,530	2,530	200DB	5			
DELL COMPUTER	12/28/07	2,022	1,829	200DB	5	193		
Total		$ 16,428	$ 16,235			$ 193	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
LICENSE	25			25
POST OFFICE BOX RENT	144			144
POSTAGE	63			63
OFFICE SUPPLIES & EQUIPMENT	1,002			1,002
TELEPHONE	812			812
INTERNET	1,417			1,417
BANK FEES	36			36
Total	$ 3,499	$ 0	$ 0	$ 3,499

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WV ECON DEV AUTH 6.2% 11/1/24-14	$ 50,000	$ 50,000	Cost	$ 56,678
Total	$ 50,000	$ 50,000		$ 56,678

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2414 AT&T	$ 64,614	$ 64,614	Cost	$ 81,376
634 ABBOTT LABORATORIES	32,493		Cost	
954 ABBOTT LABORATORIES		52,453	Cost	62,487
3092 ALTRIA GROUP	65,049	65,049	Cost	97,212
2,000 BARCLAYS PREFERRED STOCK	50,000	50,000	Cost	50,360
13,021 CALAMOS CONVERTIBLE FUND	200,007	200,007	Cost	197,526
4,858 CHEVRON	10,092	10,092	Cost	525,344
2,606 CISCO SYSTEMS		50,021	Cost	51,206
500 COCA COLA	24,493		Cost	
1,531 COCA COLA		44,507	Cost	55,499
2,000 DB CONT CAP TRUST III	50,002	50,002	Cost	53,880
465 DEERE & CO	20,030		Cost	
4,800 EXXON MOBIL CORP	1,160	1,160	Cost	415,440
9,183 FEDERATED TOTAL RETURN #328	100,000	100,000	Cost	104,959
1,635 GENERAL ELECTRIC COMPANY	40,172		Cost	
2.662 GENERAL ELECTRIC COMPANY		60,162	Cost	55,875
675 HJ HEINZ CO	25,021		Cost	
1,048 HJ HEINZ CO		45,017	Cost	60,449
641 HONEYWELL INTL INC	25,615		Cost	
975 HONEYWELL INTL INC		45,595	Cost	61,883
1,066 ILLINOIS TOOL WORKS COMMON	57,047	57,047	Cost	64,823
1902 INTEL CORP	40,531	40,531	Cost	39,219
1,325 ISHARES DJ SELECT DIVIDEND	77,664	77,664	Cost	75,843
846 ITC HOLDINGS CORP COMMON	57,069	57,069	Cost	65,066
800 JOHNSON & JOHNSON	36,408	36,408	Cost	56,080
16,347 JP MORGAN MTG BACKED SEC FD	180,021	180,021	Cost	189,948
704 KINDER MORGAN ENERGY	45,026	45,026	Cost	56,172

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
555 MCDONALDS CORP COMMON	$ 54,950	$ 54,950	Cost	$ 48,957
2,123 MICROSOFT CORP	55,030	55,030	Cost	56,705
3,314 NJF CLOSED END FUND	79,171	79,171	Cost	51,698
9,149 PIMCO TOTAL RETURN FUND	100,007	100,007	Cost	102,836
335 PPG INDUSTRIES	20,003		Cost	
3,111 PFIZER INC	62,556	62,556	Cost	78,022
9,794 PIMCO FOREIGN BOND	100,007	100,007	Cost	106,660
912 T ROWE PRICE GROUP INC		54,994	Cost	59,387
14,514.33 T ROWE PRICE HIGH YLD FD	100,041	100,041	Cost	101,310
23,981 RIDGEWORTH SEIX HIGH YIELD	200,007	200,007	Cost	243,645
4,730 ROYCE TOTAL RETURN	50,007	50,007	Cost	64,097
Total	$ 2,024,293	$ 2,189,215		$ 3,333,964

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMGEN INC CORPORATE 3.45% 10/1/20	$ 47,495	$ 47,495	Cost	$ 53,521
BERKSHIRE HATHAWAY 4.25% 1/15/21	50,408	50,373	Cost	57,367
GENERAL ELECTRIC 4% 2/15/12	75,000		Cost	
GENWORTH GLOBAL FD 5.25% 5/12/12	75,049		Cost	
GOLDMAN SACHS 3.75% 3/15/17	50,007	50,005	Cost	52,091
JP MORGAN CHASE 4.4% 7/22/20	48,745	48,745	Cost	56,442
PITNEY BOWES INC 4.75% 1/15/16	48,392	48,392	Cost	51,462
PRUDENTIAL FIN 5.5% 3/15/16	99,503	99,503	Cost	112,831
Total	$ 494,599	$ 344,513		$ 383,714

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	$ 193	$ 16,428	$ 16,428	$
Total	$ 193	$ 16,428	$ 16,428	$ 0

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SEE ATTACHED GUIDELINES

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship / Status	Purpose	Amount
HUMANE SOCIETY OF PARKERS PARKERSBURG WV 26101	29TH & POPLAR STREETS	SPAY & NEUTER CLINIC	4,000
HUMANE SOCIETY OF PARKERS PARKERSBURG WV 26101	29TH & POPLAR STREETS	GENERAL SUPPORT	5,000
NORTH COUNTRY ANIMAL LEAG MORRISVILLE VT 05661	3524 LAPORTE ROAD	REPLACE COMPUTER SYSTEM	2,196
AURORA PROJECT AURORA WV 26705	25208 GEORGE WASHINGTON H	PANEL DISPLAY BOARD	518
FRENDS OF STOWE FREE LIBRARY STOWE VT 05672	90 POND STREET	REPLACE COMPUTER SYSTEM	2,530
HELEN DAY ART CENTER STOWE VT 05672	90 POND STREET	SUPPORT "MIGRATION" EXHIBIT	2,000
MORRISTOWN CENTENNIAL LIBRARY MORRISTOWM VT 05661	7 RICHMOND STREET	FURNISH RECENT ADDITION	2,000
PARKERSBURG ART CENTER PARKERSBURG WV 26101	725 MARKET STREET	GENERAL SUPPORT	3,000
PARKERSBURG WOO COUNTY LIBRARY PARKERSBURG WV 26104	3100 EMERSON AVE.	FURNITURE FOR TEEN SPACE	5,000
RIVER CITIES SYMPHONY ORCHESTRA PARKERSBURG WV 26102	PO BOX 477	SUPPORT CONCERTS	2,500
SHELBURNE MUSEUM SHELBURNE VT 05482	PO BOX 10	SUPPORT YEAR-ROUND BUILDING OPENING	5,000
SHELBURNE MUSEUM SHELBURNE VT 05482	PO BOX 10	SUPPORT 2013 WYETH EXHIBIT	5,000
THEATRE DE JEUNESSE CRESTON WV 26141	1011 CREST VIEW DRIVE	ORCHEXTRA MUSIC SYSTEM	2,000
VERMONT STUDIO CENTER JOHNSON VT 05656	80 PEARL ST	VERMONT ARTISTS WEEK	2,500
GREEN MOUNTAIN CLUB WATERBURY CENTER VT 05677	4711 WATERBURY-STOWE ROAD	OUDOOR EDUCATION PROGRAM	2,500
NEW HISTORIC THOMAS THOMAS WV 26292	P.O. BOX 116	COMMUNITY & SCHOOL GARDEN CONFERENCE	5,000
STOWE LAND TRUST STOWE VT 05672	699 S MAIN ST	CONSERVE CADY HILL FOREST	5,000

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TRUST FOR PUBLIC LAND MONTPELIER VT 05602	3 SHIPMAN PLACE		CONSERVE FORMER QAURRY LAND BARRE VT	2,500
AUDOBON VERMONT HUNTINGTON VT 05462	255 SHERMAN HOLLOW ROAD		PRE K-8TH GR ENVIRONMENTAL EDUC MAT	2,000
HIGH ROCKS ACADEMY HILLSBORO WV 24946	HIGHWAY COUNTY 64		EXPAND SUMMER EDUC CAMP PROGRAMS	3,000
LAKE CHAMPLAIN MARITIME MUSEUM VERGENNES VT 05491	4472 BASIN HARBOUR ROAD		SCHOOL OUTREACH PROGRAM	2,500
NORTH BRANCH NATURE CENTER MONTPELIER VT 05602	713 ELM STREET		FAMILY BIRD QUEST PROGRAM	1,750
TUCKER COUNTY HIGH SCHOOL HAMBLETON WV 26269	RT. 1, BOX 153		2009, 2010, 2012COLLEGE SCHOLARSHIPS	4,500
VERMONT SKI MUSEUM STOWE VT 15672	ONE SOUTH MAIN STREET		INSTALLATION OF CHILDREN'S SPACE	2,000
CAMDEN CLARK HOSPITAL FOUNDATION PARKERSBURG WV 26102	P.O. BOX 1834		ROCK THE ROOM 4 CHEMO PROGRAM	3,000
FLETCHER ALLEN HOSPITAL FOUNDATION BURLINGTON VT 05401	111 COLCHESTER AVE.		UROLOGY & PROSTATE CANCER STUDIES	5,000
GOOD SAMARITAN CLINIC PARKERSBURG WV 26105	418 GRAND PARK DR. STE 31		NEW TELEPHONE SYSTEM	3,000
LEUKEMIA AND LYMPHOMA SOC ALBANY NY 12205	5 COMPUTER DR W STE 100		SUPPORT BURLINGTON VT "LIGHT THE NIG	500
MOUNTAIN PARROTHEADS IN PARADISE VIENNA WV 26105	911 51ST STREET		CAMDEN CLARK CARDIO-PULMONARY REHAB	500
VIRGIN ISLANDS SEARCH AND RESCUE ROAD TOWN TORTOLA VI	PO BOX 3042		GENERAL SUPPORT	1,000
SHELBURNE FARMS SHELBURNE VT 05482	1611 HARBOR ROAD		RESTORE SHELBORNE INN FORMAL GARDEN	2,000
STOWE HISTORICAL SOCIETY STOWE VT 05672	P.O. BOX 730		STOWE SPEAKS ORAL HISTORY PROGRAM	1,000
ST. FRANCIS XAVIER CHURCH PARKERSBURG WV 26101	532 MARKET STREET		GENERAL SUPPORT	5,000
BOYS & GIRLS CLUB BURLINGTON BURLINGTON VT 05401	62 OAK STREET		UPGRADE COMUTER TECHNOLOGY	2,758

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship / Status	Purpose	Amount
BOYS & GIRLS CLUB OF PARKERSBURG PARKERSBURG WV 26101	1200 MARY STREET	GENERAL SUPPORT	3,000
CHALLENGED ATHLETES AT TIMBERLINE DAVIS WV 26260	8203 FLAG RUN	GENERAL SUPPORT	5,000
CHALLENGED ATHLETES OF WV SNOWSHOE WV 26209	10 SNOWSHOE DRIVE	ADAPTIVE SKI EQUIPMENT	2,500
EVERYBODY WINS! MONTPELIER VT 05602	25 SCHOOL STREET	POWER LUNCH/POWER BREAKFAST PROGRAMS	1,500
HOME SHARE NOW BARRE VT 05641	115 NORTH MAIN STREET	EXPAND SERVICE AREA	1,500
PARKERSBURG DAY NURSERY PARKERSBURG WV 26101	1021 MARKET STREET	REPLACE HVAC	4,000
PARKERSBURG DAY NURSERY PARKERSBURG WV 26101	1021 MARKET STREET	GENERAL SUPPORT	5,000
RESOURCE BURLINGTON VT 05401	266 PINE STREET	FURN. VOUCHERS FOR LOW-INC. FAMILIES	2,500
SCOTTIE'S PLACE PETERSTOWN WV 24963	P.O. BOX 905	GENERAL SUPPORT	2,000
SW RESOURCES PARKERSBURG WV 26101	1007 MARY STREET	LASER PRINTER	3,000
THE STERN CENTER WILLISTON VT 05495	135 ALLEN BROOK LANE	READING DEVEL. PRE-SCHOOL TEACHEDDDD	1,500
VALLEY WOODWORKERS OF WV DUNBAR WV 25064	302 12TH STREET	MATERIALS TO MAKE TOYS SALVATION ARM	2,000
WEST VIRGINIA UNIVERSITY PARKERSBUR PARKERSBURG WV 26104	300 CAMPUS DRIVE	OUTDOOR LEARNING EQUIP-DAY CARE FAC	2,500
WOOD COUNTY MASTER GARDENERS PARKERSBURG WV 26101	1 COURT SQ. STE 401	DEVELOP COMMUNITY GARDENS	1,500
CATAMOUNT TRAIL ASSOCIATION BURLINGTON VT 05401	1 MILL ST. SUITE 350	EXPAND SKICUBS WEEKEND PROGRAM	2,400
GREATER BURLINGTON YMCA BURLINGTON VT 05401	266 COLLEGE STREET	YOUTH WRESTLING EQUIPMENT	2,000
TUCKER COUNTY CONNECTIONS THOMAS WV 26292	P.O. BOX 154	HUMAN & NATURAL HISTORY SUMMER CAMP	1,960

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Total				141,612