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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to Public
Inspection

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning 05-01-2012 , and ending 04-30-2013

Name of foundation KATHARINE A HEBERTON CHARITABLE TRUST TD BANK		A Employer identification number 33-6325735			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1330		B Telephone number (see instructions) (508) 862-0875			
City or town, state, and ZIP code HYANNIS, MA 02601					
G Check all that apply		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,071,599	J Accounting method	<input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1 Contributions, gifts, grants, etc , received (attach schedule)					
2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.		52,854	52,854		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		28,914			
b Gross sales price for all assets on line 6a 353,958					
7 Capital gain net income (from Part IV, line 2)			28,914		
8 Net short-term capital gain				0	
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)		475	475		
12 Total. Add lines 1 through 11		82,243	82,243		
Operating and Administrative Expenses					
13 Compensation of officers, directors, trustees, etc		30,544	20,583		9,961
14 Other employee salaries and wages			0	0	0
15 Pension plans, employee benefits			0	0	
16a Legal fees (attach schedule)					0
b Accounting fees (attach schedule)		575	575	0	0
c Other professional fees (attach schedule)					0
17 Interest					0
18 Taxes (attach schedule) (see instructions)					0
19 Depreciation (attach schedule) and depletion		0	0		
20 Occupancy					
21 Travel, conferences, and meetings			0	0	
22 Printing and publications			0	0	
23 Other expenses (attach schedule)		35	35		
24 Total operating and administrative expenses.					
Add lines 13 through 23		31,154	21,193	0	9,961
25 Contributions, gifts, grants paid		81,500			81,500
26 Total expenses and disbursements. Add lines 24 and 25		112,654	21,193	0	91,461
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-30,411			
b Net investment income (if negative, enter -0-)			61,050		
c Adjusted net income (if negative, enter -0-)				0	

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	210,923	17,829	17,829	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►		0	0	
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►	0			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	402,026	387,074	398,042	
	b Investments—corporate stock (attach schedule)	891,444	826,620	1,127,235	
	c Investments—corporate bonds (attach schedule)	269,298	514,173	528,493	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)			0		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,773,691	1,745,696	2,071,599		
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 (attach schedule)				
	22 Other liabilities (describe ►				
	23 Total liabilities (add lines 17 through 22)			0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	1,773,691	1,745,696		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	1,773,691	1,745,696			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,773,691	1,745,696			
Net Assets or Fund Balances					

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	1,773,691
2	Enter amount from Part I, line 27a	2	-30,411
3	Other increases not included in line 2 (itemize) ►	3	2,416
4	Add lines 1, 2, and 3	4	1,745,696
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,745,696

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.)
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1a See Additional Data Table			
b			
c			
d			
e			

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

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

(i) FMV 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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	2	28,914
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	100,856	1,902,373	0 053016
2010	100,805	1,974,580	0 051051
2009	125,603	1,958,748	0 064124
2008	77,089	1,983,236	0 03887
2007			

2 Total of line 1, column (d).	2	0 207061
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 051765
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,961,127
5 Multiply line 4 by line 3.	5	101,518
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	611
7 Add lines 5 and 6.	7	102,129
8 Enter qualifying distributions from Part XII, line 4.	8	91,461

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	1,223
1b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
1c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0
1d	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	1,223
3	Add lines 1 and 2.		
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-		
6	Credits/Payments	5	1,223
6a	2012 estimated tax payments and 2011 overpayment credited to 2012		
6b	Exempt foreign organizations—tax withheld at source		
6c	Tax paid with application for extension of time to file (Form 8868)		
6d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	6	364
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	7	857
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded ►	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		No
1b		No
1c		No
2		No
3		No
4a		No
4b		
5		No
6	Yes	
7	Yes	
8a		
8b	Yes	
9		No
10		No

1 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (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.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

► MA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?

If "Yes," complete Part XIV

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

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

14 The books are in care of ► TD Bank NA Telephone no ► (508) 862-0875
 Located at ► PO BOX 1330 HYANNIS MA ZIP +4 ► 02601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► and enter the amount of tax-exempt interest received or accrued during the year. ► 15

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ► Organizations relying on a current notice regarding disaster assistance check here. ►	1b	
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ►	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►	2b	No
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 <input checked="" type="checkbox"/> No	3a	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ►	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ►	4b	No

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

5a	During the year did the foundation pay or incur any amount to	
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	
	Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	
	<i>If "Yes" to 6b, file Form 8870.</i>	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	

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)

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
TD Bank NA PO Box 1330 Hyannis, MA 02601	Corp CoTrustee 1	20,583		
Glenn Rowley PO Box 1489 West Chatham, MA 02669	CoTrustee 1	9,961		

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

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.

1	
2	
3	
4	

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

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

1 <hr/> <hr/> <hr/> <hr/> <hr/>	Amount
2 <hr/> <hr/> <hr/> <hr/> <hr/>	Amount
3 <hr/> <hr/> <hr/>	Amount
All other program-related investments See page 24 of the instructions	

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	1,965,659
b Average of monthly cash balances.	1b	25,333
c Fair market value of all other assets (see instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	1,990,992
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	1,990,992
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,865
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,961,127
6 Minimum investment return. Enter 5% of line 5.	6	98,056

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	98,056
2a Tax on investment income for 2012 from Part VI, line 5.	2a	1,221
b Income tax for 2012 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	1,221
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	96,835
4 Recoveries of amounts treated as qualifying distributions.	4	0
5 Add lines 3 and 4.	5	96,835
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	96,835

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	91,461
b Program-related investments—total from Part IX-B.	1b	0
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required).	3a	0
b Cash distribution test (attach the required schedule).	3b	0
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	91,461
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	91,461

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				96,835
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.			0	
b Total for prior years 2010, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	0			
b From 2008.	0			
c From 2009.	7,932			
d From 2010.	3,268			
e From 2011.	6,459			
f Total of lines 3a through e.	17,659			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 91,461			0	
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.			91,461	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	5,374			5,374
6 Enter the net total of each column as indicated below:	12,285			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,285			
10 Analysis of line 9				
a Excess from 2008.	0			
b Excess from 2009.	2,558			
c Excess from 2010.	3,268			
d Excess from 2011.	6,459			
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.			
2a	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	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				
Cheshire Health Foundation 580 COURT STREET Keene, NH 03431	NONE	HOSPITAL	GENERAL OPERATIONS	40,750
Friends of Keene Public Library c/o Hope Therrien Treasurer 60 WINTER STREET Keene, NH 03431	NONE	LIBRARY	GENERAL OPERATIONS	40,750
Total			► 3a	81,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
120 AT&T INC		2002-05-27	2012-11-19
530 ABBOTT LABORATORIES		2011-09-02	2012-11-13
30 BAXTER INTL INC		2011-03-15	2012-11-19
20 BOEING CO		2011-04-14	2012-11-19
30 BRISTOL-MEYERS SQUIBB		2011-09-02	2012-11-19
20 CATERPILLAR INC		2011-09-02	2012-11-19
40 CHEVRONTEXACO CORP		2011-09-02	2012-11-19
100 COCA COLA CO		2011-09-02	2012-11-19
10 COLGATE PALMOLIVE		2011-09-02	2012-11-19
30 CONOCOPHILLIPS		2011-09-02	2012-11-19
15000 CONOCOPHILLIPS 4 750% 02/01/2014 DTD 02/03/09		2009-10-20	2012-08-21
20 E I DUPONT DE NEMOURS		2011-03-30	2012-11-19
667 DUKE ENERGY CORP		2011-09-02	2012-07-23
10 DUKE ENERGY CORP		2011-09-02	2012-11-19
30 EMERSON ELECTRIC CO		2011-09-02	2012-11-19
60 EXXON MOBIL CORP		2002-05-27	2012-11-19
10000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2008-03-18	2013-02-22
15000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2008-03-18	2013-04-02
20 FREEPORT-MCMORAN COPPER & GOCL B		2012-09-10	2012-11-19
10000 GE COMPANY 5 00% 02/01/2013 DTD 1/28/2003		2007-05-03	2012-09-06
15000 HEWLETT PACKARD CO 4 750% 06/02/2014 DTD 02/26/09		2011-09-08	2012-08-06
50 HOME DEPOT INC		2011-09-02	2012-11-19
210 HONEYWELL INTL INC		2011-09-02	2012-06-05
20 HONEYWELL INTL INC		2011-09-02	2012-11-19
120 INTEL CORP		2011-03-30	2012-11-19
10 INTERNATIONAL BUSINESS MACHINES		2011-09-02	2012-11-19
60 J P MORGAN CHASE & CO		2011-09-02	2012-11-19
70 JOHNSON & JOHNSON		2002-07-02	2012-11-19
20 KIMBERLY CLARK CORP		2011-03-15	2012-11-19
20 KRAFT FOODS GROUP INC		2011-09-02	2012-11-19

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
20 LOCKHEED MARTIN CORP		2011-09-02	2012-11-19
20 LORILLARD INC COM		2011-09-02	2012-11-19
510 LORILLARD INC COM		2011-09-02	2013-03-13
50 MARATHON OIL		2011-09-02	2012-11-19
30 MARATHON PETROLEUM CORP COM		2011-09-02	2012-11-19
30 MCDONALDS CORP		2011-09-02	2012-11-19
70 MERCK & CO INC NEW COM		2011-09-02	2012-11-19
130 MICROSOFT CORP		2011-09-02	2012-11-19
50 MONDELEZ INTERNATIONAL INC		2011-09-02	2012-11-19
30 NEXTERA ENERGY INC COM		2011-09-02	2012-11-19
10 NIKE INC		2011-09-02	2012-11-19
140 NORFOLK SOUTHERN CORP		2011-09-02	2012-06-05
10 NORFOLK SOUTHERN CORP		2011-09-02	2012-11-19
5000 ONTARIO PROVINCE 2 950% 02/05/2015 DTD 02/05/10		2011-09-07	2013-02-22
40 PEPSICO, INC		2011-09-02	2012-11-19
160 PFIZER, INC		2011-09-02	2012-11-19
130 PHILIP MORRIS INTL INC COM		2011-09-02	2012-09-10
50 PHILIP MORRIS INTL INC COM		2011-09-02	2012-11-19
10 PHILLIPS 66		2011-09-02	2012-11-19
60 PROCTOR & GAMBLE		2011-09-02	2012-11-19
70 SOUTHERN COMPANY		2011-09-02	2012-11-19
40 SPECTRA ENERGY CORP		2011-11-18	2012-11-19
10 3M COMPANY		2011-09-02	2012-11-19
20 UNITED PARCEL SVC CL B		2011-03-30	2012-11-19
15000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-09-02	2012-05-03
15000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-09-02	2012-06-26
25000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-09-02	2012-08-08
15000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2011-09-02	2012-08-20
30 UNITED TECHNOLOGIES		2011-09-02	2012-11-19
20 VERIZON COMMUNICATION		2002-05-27	2012-11-19

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
25000 WAL-MART STORES 4 55% 5/1/2013 DTD 4/29/2003		2011-09-08	2012-10-25
50 WELLS FARGO & COMPANY NEW		2012-11-13	2012-11-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,046		2,978	1,068
34,431		27,099	7,332
1,992		1,536	456
1,438		1,423	15
958		875	83
1,668		1,701	-33
4,154		3,850	304
3,712		3,490	222
1,068		889	179
1,668		1,533	135
15,874		15,453	421
858		1,111	-253
44		38	6
606		565	41
1,467		1,317	150
5,244		2,411	2,833
10,447		10,120	327
15,597		15,161	436
766		803	-37
10,182		9,995	187
15,885		15,858	27
3,154		1,611	1,543
11,183		9,538	1,645
1,205		908	297
2,408		2,440	-32
1,899		1,665	234
2,431		2,081	350
4,842		3,584	1,258
1,718		1,277	441
895		723	172

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,805		1,433	372
2,381		2,206	175
19,754		18,753	1,001
1,563		1,287	276
1,694		1,063	631
2,547		2,678	-131
3,023		2,267	756
3,458		3,354	104
1,286		1,114	172
2,019		1,675	344
960		839	121
8,920		9,115	-195
578		651	-73
5,240		5,184	56
2,742		2,535	207
3,850		2,960	890
11,527		8,885	2,642
4,328		3,417	911
481		304	177
4,069		3,765	304
2,980		2,884	96
1,106		1,155	-49
893		792	101
1,424		1,495	-71
15,570		15,578	-8
15,503		15,514	-11
25,769		25,772	-3
16,339		15,888	451
2,293		2,130	163
851		793	58

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
25,542		25,905	-363
1,614		1,620	-6

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

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			1,068
			7,332
			456
			15
			83
			-33
			304
			222
			179
			135
			421
			-253
			6
			41
			150
			2,833
			327
			436
			-37
			187
			27
			1,543
			1,645
			297
			-32
			234
			350
			1,258
			441
			172

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

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			372
			175
			1,001
			276
			631
			-131
			756
			104
			172
			344
			121
			-195
			-73
			56
			207
			890
			2,642
			911
			177
			304
			96
			-49
			101
			-71
			-8
			-11
			-3
			451
			163
			58

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

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

(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))

(i) F M V as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col (i)
over col (j), if any

-363

-6

TY 2012 Accounting Fees Schedule

Name: KATHARINE A HEBERTON CHARITABLE TRUST TD BANK

EIN: 33-6325735

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	575	575		

TY 2012 Investments Corporate Bonds Schedule

Name: KATHARINE A HEBERTON CHARITABLE TRUST TD BANK

EIN: 33-6325735

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10000 AT&T INC 4.45%	10,674	11,541
15000 ANHEUSER-BUSCH 1.375%	15,149	15,201
20000 BNK OF NOVA SCOTIA 2.375	20,268	20,257
20000 BERKSHIRE HATHAWAY 5.40%	22,707	23,974
10000 CATERPILLAR FINAL SE 2.0	10,248	10,397
10000 CISCO SYSTEMS INC 4.95%	11,231	11,838
15000 COCA COLA CO 1.500%	15,198	15,369
10000 COMCAST CORP 2.85%	9,977	10,287
20000 GEN ELEC CAP CORP 5.625%	21,726	23,476
5000 GEN ELEC CAP CORP 1.625%	5,073	5,094
20000 JPMORGAN CHASE 6.00%	22,109	23,840
20000 ONTARIO PROVINCE 1.65%	19,925	20,156
20000 ONTARIO PROVINCE 2.950%	20,757	20,898
10000 PFIZER INC NOTES 5.35%	10,939	10,878
5000 PROVINCE OF QUEBEC 2.750%	5,074	5,264
10000 SBC COMMUNICATIONS 5.10%	10,524	10,617
10000 TOYOTA MOTOR CREDIT 2.00	10,292	10,382
20000 WACHOVIA CORP 5.75%	22,076	23,870
15000 WAL-MART STORES INC 1.50	15,366	15,376
535 ISHARES TR US TIPS BD FD	64,442	65,350
930 ISHARES IBOXX INV GR CORP	109,581	113,581
720 ISHARES TR BARCLAYS 1-3 YR	60,837	60,847

**TY 2012 Investments Corporate
Stock Schedule**

Name: KATHARINE A HEBERTON CHARITABLE TRUST TD BANK
EIN: 33-6325735

Name of Stock	End of Year Book Value	End of Year Fair Market Value
530 HOME DEPOT INC	17,071	38,876
280 MCDONALDS CORP	24,990	28,599
220 NIKE INC CLASS B	9,233	13,992
920 COCA COLA CO	32,103	38,944
170 COLGATE PALMOLIVE CO	15,109	20,300
130 KIMBERLY CLARK CORP	8,299	13,415
170 KRAFT FOODS GROUP INC	6,144	8,753
520 MONDELEZ INTERNATIONAL INC	11,587	16,354
390 PEPSICO INCORPORATED	24,720	32,163
500 PHILIP MORRIS INTL INC	34,172	47,795
650 PROCTER & GAMBLE CO	40,784	49,901
290 WAL MART STORES INC	21,425	22,539
480 CHEVRON CORPORATION	46,195	58,565
290 CONOCOPHILLIPS	14,821	17,531
610 EXXON MOBIL CORP	24,516	54,284
590 MARATHON OIL CORP	15,189	19,275
290 MARATHON PETROLEUM CORP	10,276	22,724
150 PHILLIPS 66	4,556	9,143
390 SPECTRA ENERGY CORP	11,261	12,297
600 J P MORGAN CHASE & CO	20,808	29,406
530 WELLS FARGO & CO NEW	17,170	20,129
330 BAXTER INTERNATIONAL INC	16,891	23,057
400 BRISTOL MYERS SQUIBB CO	11,668	15,888
640 JOHNSON & JOHNSON CO	32,771	54,547
740 MERCK & CO INC NEW COM	26,787	34,780
1750 PFIZER	33,554	50,873
120 BOEING CO	8,536	10,969
110 CATERPILLAR INC	9,357	9,314
300 EMERSON ELECTRIC CO	13,173	16,653
160 HONEYWILL INTL INC	7,267	11,766

Name of Stock	End of Year Book Value	End of Year Fair Market Value
190 LOCKHEED MARTIN CORP	13,612	18,827
140 NORFOLK SOUTHERN CORP	9,115	10,839
130 3M CO	10,291	13,612
140 UNITED PARCEL SERVICE CL B	10,467	12,018
210 UNITED TECHNOLOGIES	14,912	19,171
1200 INTEL CORP	24,098	28,740
120 INTL BUSINESS MACHINES COR	19,974	24,305
1280 MICROSOFT CORPORATION	34,965	42,368
200 E I DUPONT DE NEMOURS INC	11,108	10,902
260 FREEPORT-MCMORAN COOPER &G	10,444	7,912
1271 AT&T INC	31,547	47,612
248 VERIZON COMMUNICATIONS	9,830	13,370
256 DUKE ENERGY CORP	14,454	19,251
300 NEXTERA ENERGY INC	16,746	24,609
640 SOUTHERN CO	24,624	30,867

TY 2012 Investments Government Obligations Schedule

Name: KATHARINE A HEBERTON CHARITABLE TRUST TD BANK
EIN: 33-6325735

**US Government Securities - End of
Year Book Value:**

387,074

**US Government Securities - End of
Year Fair Market Value:**

398,042

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Other Expenses Schedule

Name: KATHARINE A HEBERTON CHARITABLE TRUST TD BANK

EIN: 33-6325735

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MASSACHUSETTS FILING FEE	35	35		0

TY 2012 Other Income Schedule

Name: KATHARINE A HEBERTON CHARITABLE TRUST TD BANK**EIN:** 33-6325735

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
990PF REFUND	475	475	

TY 2012 Other Increases Schedule

Name: KATHARINE A HEBERTON CHARITABLE TRUST TD BANK**EIN:** 33-6325735

Description	Amount
ACCRETION ADJUSTMENTS AND ROUNDING	2,416