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 07/01 , **2012, and ending** 06/30, **20** 13

Name of foundation

HENRY C LORD SCHOLARSHIP FD 3035010332

A Employer identification number 02-6051741

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

10 TRIPPS LANE

B Telephone number (see instructions) 603- 634-7752

City or town, state, and ZIP code

RIVERSIDE, RI 02915-7995

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 11,275,454.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

Section	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 ▶ X if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	294,968.	293,503.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	407,610.			
	b	Gross sales price for all assets on line 6a 2,573,960.				
	7	Capital gain net income (from Part IV, line 2)		433,855.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total** Add lines 1 through 11	702,578.	727,358.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	81,470.	40,735.		40,735.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	650.	NONE	NONE	650.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	19,205.	1,730.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 4	83,069.			83,069.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	184,394.	42,465.	NONE	124,454.
	25	Contributions, gifts, grants paid	976,400.			976,400.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,160,794.	42,465.	NONE	1,100,854.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-458,216.			
	b	**Net investment income** (if negative, enter -0-)		684,893.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	148,930.	287,095.	287,095.
	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 (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 5	9,979,576.	9,385,804.	10,988,359.
	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)	10,128,506.	9,672,899.	11,275,454.
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)		NONE	
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	10,109,339.	9,663,133.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	19,167.	9,766.	
	30 **Total net assets or fund balances** (see instructions)	10,128,506.	9,672,899.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	10,128,506.	9,672,899.	

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	10,128,506.
2	Enter amount from Part I, line 27a	2	-458,216.
3	Other increases not included in line 2 (itemize) ▶ WASH SALES ADJUSTMENTS	3	2,609.
4	Add lines 1, 2, and 3	4	9,672,899.
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	9,672,899.

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	PUBLICLY TRADED SECURITIES			
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	2,573,960.		2,140,105.	433,855.
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				433,855.
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	433,855.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	41,893.	10,889,990.	0.003847
2010	917,643.	11,075,616.	0.082853
2009	465,589.	10,368,873.	0.044903
2008	531,675.	9,826,021.	0.054109
2007	608,849.	11,871,029.	0.051289

2 **Total** of line 1, column (d)	2	0.237001
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	0.047400
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,319,179.
5 Multiply line 4 by line 3	5	536,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,849.
7 Add lines 5 and 6	7	543,378.
8 Enter qualifying distributions from Part XII, line 4	8	1,100,854.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	6,849.
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	
3	Add lines 1 and 2		3	6,849.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	6,849.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a: 11,840.		
b	Exempt foreign organizations - tax withheld at source	6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c: NONE		
d	Backup withholding erroneously withheld	6d:		
7	Total credits and payments. Add lines 6a through 6d		7	11,840.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,991.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,991. **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?	4b	N/A	
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) ▶ NH			
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 ▶ RBS CITIZENS, N.A. Telephone no ▶ (603)634-7752

Located at ▶ 875 ELM STREET, MANCHESTER, NH ZIP+4 ▶ 03101

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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
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)? **5b** X (No)

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** N/A

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
RBS CITIZENS, N.A. 875 ELM STREET, MANCHESTER, NH 03101	TRUSTEE 10	81,470.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		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	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	11,233,413.
b	Average of monthly cash balances	1b	258,139.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11,491,552.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,491,552.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	172,373.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,319,179.
6	**Minimum investment return.** Enter 5% of line 5	6	565,959.

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	565,959.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,849.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,849.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	559,110.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	559,110.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	559,110.

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	1,100,854.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,100,854.
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	6,849.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,094,005.

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				559,110.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			43,358.	
b	Total for prior years 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,100,854.				
a	Applied to 2011, but not more than line 2a			43,358.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				559,110.
e	Remaining amount distributed out of corpus	498,386.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	498,386.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	498,386.			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... 498,386.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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).)

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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
NH CHARITABLE FOUNDATION	NONE	N/A	SCHOLARSHIP	976,400.
Total ▶ **3a**				976,400.
b *Approved for future payment*				
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					
4 Dividends and interest from securities			14	294,968.	
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	407,610.	
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)				702,578.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 702,578.

(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.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Gary M Golditch | 11/06/2013 | TAX OFFICER

Signature of officer or trustee | Date | Title

GARY M. GOLDITCH

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	11/06/2013		P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FLOOR STE A PROVIDENCE, RI 02903-2321 — Phone no 855-549-6955

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: HENRY C LORD SCHOLARSHIP FD

Employer identification number: 02-6051741

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS					13,258.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-3,628.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	9,630.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					50,202.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	373,726.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	297.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	424,225.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			9,630.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			424,225.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			297.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			433,855.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: HENRY C LORD SCHOLARSHIP FD

Employer identification number: 02-6051741

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 50. ACTUANT CORP	03/21/2012	07/03/2012	1,370.00	1,472.00	-102.00
35. ALLERGAN, INC	03/26/2013	04/16/2013	3,951.00	3,905.00	46.00
50. AMETEK INC	12/02/2011	07/03/2012	1,682.00	1,440.00	242.00
.5 AMETEK INC	12/02/2011	08/03/2012	16.00	14.00	2.00
25. AMGEN INC.	04/30/2012	07/03/2012	1,852.00	1,788.00	64.00
45. AMGEN INC.	04/30/2012	04/16/2013	4,960.00	3,218.00	1,742.00
20. ANADARKO PETRO CORP	08/02/2011	07/03/2012	1,363.00	1,641.00	-278.00
45. APARTMENT INVT & MGMT	09/07/2011	07/03/2012	1,236.00	1,200.00	36.00
70. BB&T CORP	10/25/2011	07/03/2012	2,167.00	1,627.00	540.00
495. BANK OF AMERICA CORP	12/07/2012	04/16/2013	5,989.00	5,284.00	705.00
30. CHUBB CORP	08/03/2011	07/03/2012	2,189.00	1,852.00	337.00
65. CINTAS CORPORATION	09/28/2012	04/16/2013	2,913.00	2,705.00	208.00
230.718 COLUMBIA ACORN FUN	12/06/2012	04/16/2013	7,577.00	6,804.00	773.00
45. DANAHER CORP.	03/11/2013	04/16/2013	2,724.00	2,804.00	-80.00
45. EBAY INC	04/30/2012	07/03/2012	1,857.00	1,862.00	-5.00
80. EBAY INC	04/30/2012	04/16/2013	4,532.00	3,311.00	1,221.00
225. FORD MOTOR CO	02/05/2013	04/16/2013	2,925.00	2,991.00	-66.00
90. THE GAP INC	01/09/2013	04/16/2013	3,374.00	2,868.00	506.00
320. GENWORTH FINANCIAL IN	02/14/2013	04/16/2013	3,046.00	2,961.00	85.00
100. HANESBRANDS INC	11/09/2012	04/16/2013	4,641.00	3,367.00	1,274.00
15. ISHARES NASDAQ BIOTECH	06/26/2012	07/03/2012	1,992.00	1,926.00	66.00
30. ISHARES NASDAQ BIOTECH	06/26/2012	04/16/2013	5,022.00	3,853.00	1,169.00
45. ISHARES US OIL EQUIP &	02/07/2012	07/03/2012	2,137.00	2,598.00	-461.00
835. ISHARES US OIL EQUIP	03/21/2012	11/09/2012	40,344.00	47,099.00	-6,755.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: HENRY C LORD SCHOLARSHIP FD

Employer identification number: 02-6051741

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 380. ISHARES US OIL EQUIP	08/09/2012	04/16/2013	20,713.00	20,158.00	555.00
360. ISHARES US OIL EQUIP	09/19/2012	06/04/2013	20,855.00	19,559.00	1,296.00
40. MARRIOTT INTL' INC. NE	02/07/2012	07/03/2012	1,570.00	1,442.00	128.00
30. MCGRAW-HILL, INC.	01/10/2012	07/03/2012	1,354.00	1,406.00	-52.00
80. MOTOROLA SOLUTIONS INC	10/26/2012	04/16/2013	5,031.00	4,056.00	975.00
25. NEXTERA ENERGY INC COM	01/31/2012	07/03/2012	1,725.00	1,494.00	231.00
5. PRICELINE COM INC	03/11/2013	04/16/2013	3,596.00	3,621.00	-25.00
20. QUALCOMM CORP	01/10/2012	07/03/2012	1,120.00	1,120.00	
100. QUANTA SVCS INC	11/09/2012	04/16/2013	2,697.00	2,647.00	50.00
1490. QUANTA SVCS INC	11/09/2012	06/18/2013	40,168.00	39,441.00	727.00
20. SCHLUMBERGER LTD	07/22/2011	07/03/2012	1,333.00	1,885.00	-552.00
100. SUNTRUST BANKS INC.	09/19/2012	04/16/2013	2,792.00	2,901.00	-109.00
1453. SUNTRUST BANKS INC.	09/19/2012	04/30/2013	42,288.00	42,157.00	131.00
45. TJX COMPANIES NEW	10/11/2011	07/03/2012	1,921.00	1,299.00	622.00
50. THERMO ELECTRON CORP	10/26/2012	04/16/2013	4,069.00	3,058.00	1,011.00
905. VERISIGN INC	09/28/2012	12/07/2012	32,665.00	43,853.00	-11,188.00
30. VERIZON COMMUNICATIONS	09/22/2011	07/03/2012	1,345.00	1,064.00	281.00
20. VISA INC	09/22/2011	07/03/2012	2,530.00	1,760.00	770.00
25. YUM BRANDS INC	08/12/2011	07/03/2012	1,554.00	1,308.00	246.00
40. ACCENTURE PLC IRELAND	04/02/2013	04/16/2013	3,086.00	3,080.00	6.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -3,628.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

HENRY C LORD SCHOLARSHIP FD

Employer identification number

02-6051741

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 55. AT & T INC	12/21/2006	07/03/2012	1,977.00	1,951.00	26.00
100. AT & T INC	12/21/2006	04/16/2013	3,795.00	3,548.00	247.00
45. ABBOTT LABORATORIES	03/28/2007	07/03/2012	2,906.00	2,511.00	395.00
630. ABBOTT LABORATORIES	03/28/2007	08/09/2012	41,379.00	35,160.00	6,219.00
90. ABBOTT LABORATORIES	03/28/2007	04/16/2013	3,269.00	2,410.00	859.00
40. ABBVIE INC	03/28/2007	04/16/2013	1,696.00	1,161.00	535.00
90. ACTUANT CORP	03/21/2012	04/16/2013	2,693.00	2,650.00	43.00
20. AFFILIATED MANAGERS GR	03/04/2010	07/03/2012	2,217.00	1,535.00	682.00
35. AFFILIATED MANAGERS GR	03/04/2010	04/16/2013	5,154.00	2,686.00	2,468.00
285. AFFILIATED MANAGERS G	03/04/2010	06/27/2013	45,497.00	21,872.00	23,625.00
95. AMETEK INC	12/02/2011	04/16/2013	3,829.00	2,735.00	1,094.00
25. ANADARKO PETRO CORP	08/02/2011	04/16/2013	2,043.00	2,052.00	-9.00
440. ANADARKO PETRO CORP	08/02/2011	04/16/2013	35,930.00	36,112.00	-182.00
80. APARTMENT INVT & MGMT	09/07/2011	04/16/2013	2,510.00	2,133.00	377.00
5. APPLE COMPUTER INC	12/28/2009	07/03/2012	2,988.00	1,060.00	1,928.00
20. APPLE COMPUTER INC	12/28/2009	04/16/2013	8,492.00	4,241.00	4,251.00
125. BB&T CORP	10/25/2011	04/16/2013	3,789.00	2,906.00	883.00
30. BOEING CO	09/15/2009	07/03/2012	2,215.00	1,571.00	644.00
55. BOEING CO	09/15/2009	04/16/2013	4,767.00	2,881.00	1,886.00
35. CIGNA	04/21/2010	07/03/2012	1,507.00	1,206.00	301.00
65. CIGNA	04/21/2010	04/16/2013	4,299.00	2,239.00	2,060.00
40. CVS CORP	04/12/2011	07/03/2012	1,912.00	1,446.00	466.00
80. CVS CORP	04/12/2011	04/16/2013	4,577.00	2,892.00	1,685.00
30. CAPITAL ONE FINL CORP	04/05/2010	07/03/2012	1,650.00	1,291.00	359.00
1005. CAPITAL ONE FINL COR	01/04/2011	02/14/2013	55,564.00	43,457.00	12,107.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: HENRY C LORD SCHOLARSHIP FD

Employer identification number: 02-6051741

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 45. CHEVRONTEXACO CORP	09/30/1978	07/03/2012	4,823.00	614.00	4,209.00
85. CHEVRONTEXACO CORP	09/30/1978	04/16/2013	9,934.00	1,160.00	8,774.00
65. CHUBB CORP	08/03/2011	04/16/2013	5,743.00	4,013.00	1,730.00
80. CITIGROUP INC	04/12/2011	07/03/2012	2,210.00	3,720.00	-1,510.00
150. CITIGROUP INC	04/12/2011	04/16/2013	6,985.00	6,975.00	10.00
50. COCA COLA CO	01/15/2009	07/03/2012	3,945.00	2,162.00	1,783.00
1080. COCA COLA CO	01/15/2009	02/14/2013	39,611.00	23,350.00	16,261.00
115. COCA COLA CO	01/15/2009	04/16/2013	4,844.00	2,486.00	2,358.00
15. COLGATE PALMOLIVE CO	04/12/2011	07/03/2012	1,562.00	1,241.00	321.00
30. COLGATE PALMOLIVE CO	04/12/2011	04/16/2013	3,571.00	2,482.00	1,089.00
3704.375 COLUMBIA ACORN FU	12/07/2011	04/16/2013	121,652.00	86,472.00	35,180.00
45. CONOCOPHILLIPS	07/25/2008	07/03/2012	2,519.00	2,794.00	-275.00
80. CONOCOPHILLIPS	07/25/2008	04/16/2013	4,577.00	4,968.00	-391.00
40. DISNEY WALT CO	07/27/2009	07/03/2012	1,941.00	1,059.00	882.00
1095. DISNEY WALT CO	07/27/2009	11/09/2012	51,129.00	28,988.00	22,141.00
115. E M C CORP MASS	04/24/2009	07/03/2012	2,911.00	1,378.00	1,533.00
1375. E M C CORP MASS	04/24/2009	01/28/2013	34,497.00	16,472.00	18,025.00
130. E M C CORP MASS	04/24/2009	04/16/2013	2,972.00	1,557.00	1,415.00
40. EDISON INTL	03/02/2011	07/03/2012	1,867.00	1,499.00	368.00
70. EDISON INTL	03/02/2011	04/16/2013	3,622.00	2,623.00	999.00
55. EXXON MOBIL CORP	07/31/2001	07/03/2012	4,725.00	2,322.00	2,403.00
100. EXXON MOBIL CORP	07/31/2001	04/16/2013	8,649.00	4,222.00	4,427.00
250000. FED FARM CR BK 7/03/12	01/10/2005	07/03/2012	250,000.00	250,628.00	-628.00
170. GENERAL ELECTRIC CO.	06/22/1994	07/03/2012	3,463.00	1,291.00	2,172.00
325. GENERAL ELECTRIC CO.	06/22/1994	04/16/2013	7,455.00	2,468.00	4,987.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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HENRY C LORD SCHOLARSHIP FD

Employer identification number
02-6051741

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5. GOOGLE INC	11/05/2009	07/03/2012	2,925.00	2,742.00	183.00
15. GOOGLE INC	11/05/2009	04/16/2013	11,879.00	8,226.00	3,653.00
25. HERSHEY FOODS	02/19/2009	07/03/2012	1,804.00	886.00	918.00
40. HERSHEY FOODS	02/19/2009	04/16/2013	3,549.00	1,418.00	2,131.00
115. INTEL CORP.	03/27/2009	07/03/2012	3,051.00	1,782.00	1,269.00
1080. INTEL CORP.	03/27/2009	12/07/2012	21,615.00	16,739.00	4,876.00
2305. INTEL CORP.	07/10/2009	04/02/2013	49,456.00	36,585.00	12,871.00
20. IBM CORP	07/31/2001	07/03/2012	3,924.00	2,132.00	1,792.00
30. IBM CORP	07/31/2001	04/16/2013	6,344.00	3,198.00	3,146.00
137. IBM CORP	07/31/2001	05/14/2013	27,811.00	14,606.00	13,205.00
250. ISHARES CORE S&P MID-	06/28/2007	07/03/2012	23,807.00	22,492.00	1,315.00
155. ISHARES US OIL EQUIP	03/21/2012	04/16/2013	8,443.00	8,619.00	-176.00
385. ISHARES US OIL EQUIP	03/21/2012	04/16/2013	20,986.00	21,408.00	-422.00
45. JP MORGAN CHASE & CO	12/12/2005	07/03/2012	1,603.00	1,755.00	-152.00
90. JP MORGAN CHASE & CO	12/12/2005	04/16/2013	4,319.00	3,511.00	808.00
85. JABIL CIRCUIT INC	05/09/2011	07/03/2012	1,693.00	1,806.00	-113.00
2455. JABIL CIRCUIT INC	05/09/2011	09/28/2012	46,424.00	52,172.00	-5,748.00
40. JOHNSON & JOHNSON	09/27/2007	07/03/2012	2,714.00	2,625.00	89.00
320. JOHNSON & JOHNSON	09/27/2007	09/19/2012	21,986.00	21,001.00	985.00
40. JOHNSON & JOHNSON	09/27/2007	04/16/2013	3,326.00	2,625.00	701.00
80. LOWE'S COMPANIES INC	03/04/2010	07/03/2012	2,195.00	1,907.00	288.00
150. LOWE'S COMPANIES INC	03/04/2010	04/16/2013	5,635.00	3,577.00	2,058.00
70. MARRIOTT INTL' INC. NE	02/07/2012	04/16/2013	2,909.00	2,523.00	386.00
910. MCGRAW-HILL, INC.	01/10/2012	02/05/2013	40,100.00	42,663.00	-2,563.00
65. MERCK & CO INC NEW	08/03/2010	07/03/2012	2,705.00	2,275.00	430.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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HENRY C LORD SCHOLARSHIP FD

Employer identification number 02-6051741

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1415. MERCK & CO INC NEW	08/11/2010	03/26/2013	62,493.00	49,558.00	12,935.00
460. MERCK & CO INC NEW	07/13/2011	03/26/2013	20,316.00	16,792.00	3,524.00
145. MICROSOFT CORP	01/31/2000	07/03/2012	4,396.00	7,005.00	-2,609.00 *
1170. MICROSOFT CORP	01/31/2000	12/07/2012	30,794.00	56,507.00	-25,713.00
950. MICROSOFT CORP	02/09/2011	02/08/2013	26,142.00	33,655.00	-7,513.00
140. MICROSOFT CORP	02/09/2011	04/16/2013	4,052.00	3,941.00	111.00
25. MONSANTO CO NEW	06/10/2011	07/03/2012	2,091.00	1,740.00	351.00
50. MONSANTO CO NEW	06/10/2011	04/16/2013	5,253.00	3,480.00	1,773.00
50. NEXTERA ENERGY INC COM	01/31/2012	04/16/2013	3,981.00	2,989.00	992.00
40. NORDSTROM INC	10/29/2010	07/03/2012	1,998.00	1,538.00	460.00
1135. NORDSTROM INC	10/29/2010	03/11/2013	61,533.00	43,651.00	17,882.00
20. NORFOLK SOUTHERN CORP	05/27/2010	07/03/2012	1,434.00	1,120.00	314.00
630. NORFOLK SOUTHERN CORP	05/27/2010	09/28/2012	40,074.00	35,281.00	4,793.00
50. ORACLE SYSTEMS CORP.	03/28/2007	07/03/2012	1,486.00	916.00	570.00
135. ORACLE SYSTEMS CORP.	03/28/2007	04/16/2013	4,501.00	2,473.00	2,028.00
40. P N C FINL CORP	07/14/2010	07/03/2012	2,482.00	2,445.00	37.00
45. P N C FINL CORP	10/20/2011	02/14/2013	2,874.00	2,381.00	493.00
460. P N C FINL CORP	07/14/2010	02/14/2013	29,383.00	28,118.00	1,265.00
35. P N C FINL CORP	10/20/2011	04/16/2013	2,262.00	1,852.00	410.00
10. PANERA BREAD CO CL A	11/19/2009	07/03/2012	1,366.00	636.00	730.00
20. PANERA BREAD CO CL A	11/19/2009	04/16/2013	3,625.00	1,271.00	2,354.00
30. PEPSICO INC	03/21/1988	07/03/2012	2,118.00	160.00	1,958.00
55. PEPSICO INC	03/21/1988	04/16/2013	4,385.00	292.00	4,093.00
135. PFIZER INC	01/09/2009	07/03/2012	3,074.00	2,378.00	696.00
920. PFIZER INC	01/09/2009	09/19/2012	22,329.00	16,205.00	6,124.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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HENRY C LORD SCHOLARSHIP FD

Employer identification number
02-6051741

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 180. PFIZER INC	01/09/2009	04/16/2013	5,540.00	3,171.00	2,369.00
40. PROCTER & GAMBLE COMPA	03/22/1995	07/03/2012	2,445.00	687.00	1,758.00
320. PROCTER & GAMBLE COMP	03/22/1995	09/19/2012	22,191.00	5,493.00	16,698.00
50. PROCTER & GAMBLE COMPA	03/22/1995	04/16/2013	3,996.00	858.00	3,138.00
65. QUALCOMM CORP	01/10/2012	04/16/2013	4,278.00	3,639.00	639.00
35. SCHLUMBERGER LTD	07/22/2011	04/16/2013	2,551.00	3,298.00	-747.00
505. SCHLUMBERGER LTD	07/22/2011	05/14/2013	38,728.00	47,584.00	-8,856.00
95. SELECT SEC SPDR MATLS	11/04/2008	07/03/2012	3,368.00	2,547.00	821.00
215. SELECT SEC SPDR MATLS	02/19/2009	04/16/2013	8,144.00	4,656.00	3,488.00
1120. SELECT SEC SPDR MATL	02/19/2009	05/23/2013	45,556.00	23,660.00	21,896.00
620. SELECT SEC SPDR MATLS	02/19/2009	06/18/2013	25,085.00	13,097.00	11,988.00
115. SELECT SECTOR SPDR TE	12/12/2005	07/03/2012	3,323.00	2,517.00	806.00
210. SELECT SECTOR SPDR TE	12/12/2005	04/16/2013	6,329.00	4,596.00	1,733.00
30. STRYKER CORP	02/03/2011	07/03/2012	1,637.00	1,747.00	-110.00
1005. STRYKER CORP	03/18/2011	10/26/2012	52,371.00	59,898.00	-7,527.00
85. TJX COMPANIES NEW	10/11/2011	04/16/2013	4,046.00	2,454.00	1,592.00
5047.956 TEMPLETON INSTITU FOREIGN	06/17/1996	04/16/2013	101,111.00	75,355.00	25,756.00
25. 3M CO	07/08/2009	07/03/2012	2,237.00	1,473.00	764.00
710. 3M CO	07/08/2009	10/26/2012	62,380.00	41,838.00	20,542.00
200000. US TREAS NOTE 5/15/13	01/16/2008	05/15/2013	200,000.00	205,844.00	-5,844.00
25. UNITED TECHNOLOGIES CO	07/31/2001	07/03/2012	1,889.00	919.00	970.00
40. UNITED TECHNOLOGIES CO	07/31/2001	04/16/2013	3,755.00	1,471.00	2,284.00
65. VERIZON COMMUNICATIONS	09/22/2011	04/16/2013	3,286.00	2,306.00	980.00
35. VISA INC	09/22/2011	04/16/2013	5,746.00	3,080.00	2,666.00
40. WAL-MART STORES INC	09/08/2009	07/03/2012	2,793.00	2,060.00	733.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
HENRY C LORD SCHOLARSHIP FD	02-6051741

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 70. WAL-MART STORES INC	09/08/2009	04/16/2013	5,500.00	3,605.00	1,895.00
40. WASTE MGMT INC	07/17/2008	07/03/2012	1,333.00	1,427.00	-94.00
1160. WASTE MGMT INC	07/17/2008	03/11/2013	42,783.00	41,382.00	1,401.00
90. WELLS FARGO & CO NEW	09/18/2007	07/03/2012	3,025.00	3,240.00	-215.00
165. WELLS FARGO & CO NEW	09/18/2007	04/16/2013	6,093.00	5,941.00	152.00
670. YUM BRANDS INC	08/12/2011	01/09/2013	43,302.00	35,061.00	8,241.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 373,726.00

* INDICATES WASH SALE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		294,968.	293,503.
	TOTAL	294,968.	293,503.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	650.			650.
TOTALS	650.	NONE	NONE	650.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	106.	1,730.
6/30/12 990PF BALANCE DUE	7,259.	
6/30/13 990PF ESTIMATES	11,840.	
TOTALS	19,205.	1,730.

HENRY C LORD SCHOLARSHIP FD 02-6051741

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
NHCF SCHOLARSHIP PROCESSING FE	82,994.	82,994.
6/30/12 NH AG FILING FEE	75.	75.
TOTALS	83,069.	83,069.

HENRY C LORD SCHOLARSHIP FD 02-6051741

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	9,979,576.	9,385,804.	10,988,359.
TOTALS		9,979,576.	9,385,804.	10,988,359.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
RBS CITIZENS, N.A., ATTN: CAROLANN HARRINGTON
ADDRESS:
875 ELM STREET
MANCHESTER, NH 03101
RECIPIENT'S PHONE NUMBER: 603-634-7752
FORM, INFORMATION AND MATERIALS:
FORMS MAY BE OBTAINED FROM THE ABOVE ADDRESS
SUBMISSION DEADLINES:
APRIL 30 FOR FIRST-TIME APPLICANTS; JUNE 15 FOR EACH YEAR THEREAFTER
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RECIPIENT MUST BE A NEW HAMPSHIRE RESIDENT

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

FIDELITY REAL ESTATE INCOME	385.00	
METROPOLITAN WEST HIGH YD BD I #514	1,458.00	
T ROWE PRICE MID-CAP GROWTH FD INC COM	941.00	
T ROWE PRICE MID-CAP GROWTH FD INC COM	403.00	
TEMPLETON GLOBAL BOND ADVISOR #616	10.00	
TEMPLETON GLOBAL BOND ADVISOR #616	20.00	
VANGUARD INTER TERM BD IDX SS #1350	361.00	
VANGUARD INTER TERM BD IDX SS #1350	1,418.00	
VANGUARD INFL-PROTD SEC ADMIN #5119	60.00	
VANGUARD INFL-PROTD SEC ADMIN #5119	501.00	
VANGUARD ADMIRAL GNMA FD #536	238.00	
VANGUARD ADMIRAL GNMA FD #536	6,124.00	
VANGUARD ADMIRAL INTERM TERM FD # 571	179.00	
VANGUARD ADMIRAL INTERM TERM FD # 571	472.00	
VANGUARD ADMIRAL FIXED INCOME ST CORP FD	58.00	
VANGUARD ADMIRAL FIXED INCOME ST CORP FD	162.00	
VANGUARD SHORT-TERM FED ADMR #549	14.00	
VANGUARD SHORT-TERM FED ADMR #549	452.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		13,258.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	27.00
APARTMENT INVT & MGMT CO	225.00
COLUMBIA ACORN FUND CL Z #492	5,482.00
FIDELITY REAL ESTATE INCOME	1,442.00
METROPOLITAN WEST HIGH YD BD I #514	146.00
T ROWE PRICE MID-CAP GROWTH FD INC COM	6,094.00
TEMPLETON GLOBAL BOND ADVISOR #616	3,071.00
TEMPLETON INSTITUTIONAL FOREIGN	253.00
VANGUARD INTER TERM BD IDX SS #1350	20,538.00
VANGUARD INFL-PROTD SEC ADMIN #5119	3,549.00
VANGUARD ADMIRAL GNMA FD #536	5,778.00
VANGUARD ADMIRAL INTERM TERM FD # 571	2,815.00
VANGUARD ADMIRAL FIXED INCOME ST CORP FD	569.00

FEDERAL CAPITAL GAIN DIVIDENDS
==============================

VANGUARD SHORT-TERM FED ADMR #549	212.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		50,202.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		50,202.00

Citizens Bank

Investment Detail

3035010332 | NHCF HENRY LORD SCHOLARSHIP 20-Aug-2013 11 17

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable, Fixed Income -Taxable, Other, Real Estate
Data Current as of: 30-Jun-2013

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	2 546%	$287,095 09	$287,095 09	$0 00
Equities	57 904%	$6,528,915 48	$4,930,958 26	$1,597,957 22
Fixed Income -Taxable	39 550%	$4,459,443 19	$4,454,845 89	$4,597 30
Totals		**$11,275,453.76**	**$9,672,899.24**	**$1,602,554.52**

DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
Cash & Cash Equivalents: 2.546%								
CASH - INCOME	- - - -	0 087%	9,765 6300	1 0000		$9,765 63	$9,765 63	
CASH - INVESTED INCOME	- - - -	(0 083)%	(9,316 7000)	1 0000		($9,316 70)	($9,316 70)	
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0 | Asset ID 990110702	990110702 - - PP510QGQ0	2 460%	277,329 4600	100 0000%	30-Jun-2013	$277,329 46	$277,329 46	
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0 | Asset ID 990110702	990110702 - - PP510QGQ0	0 083%	9,316 7000	100 0000%	30-Jun-2013	$9,316 70	$9,316 70	
Subtotal		**2.546%**				**$287,095.09**	**$287,095.09**	
Equities: 57.904%								
ABBOTT LABORATORIES Ticker ABT | Asset ID 002824100	002824100 US0028241000 - ABT	0 384%	1,240 0000	34 8800	28-Jun-2013	$43,251 20	$37,506 68	$
ABBVIE INC Ticker ABBV | Asset ID 00287Y109	00287Y109 US00287Y1091 B92SR70 ABBV	0 222%	605 0000	41 3400	28-Jun-2013	$25,010 70	$16,774 88	$
ACCENTURE PLC IRELAND Ticker ACN | Asset ID G1151C101	G1151C101 IE00B4BNMY34	0 392%	615 0000	71 9600	28-Jun-2013	$44,255 40	$47,350 57	($

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
	B4BNMY3 ACN							
ACTUANT CORP Ticker ATU | Asset ID 00508X203	00508X203 US00508X2036 2716792 ATU	0 399%	1,365 0000	32 9700	28-Jun-2013	$45,004 05	$40,062 84	$
AFFILIATED MANAGERS GROUP INC Ticker AMG | Asset ID 008252108	008252108 US0082521081 - AMG	0 864%	594 0000	163 9400	28-Jun-2013	$97,380 36	$49,919 60	$4
ALLERGAN, INC Ticker AGN | Asset ID 018490102	018490102 US0184901025 - AGN	0 553%	740 0000	84 2400	28-Jun-2013	$62,337 60	$79,145 88	($16
AMETEK INC Ticker AME | Asset ID 031100100	031100100 US0311001004 - AME	0 528%	1,407 0000	42 3000	28-Jun-2013	$59,516 10	$40,512 49	$1
AMGEN INC Ticker AMGN | Asset ID 031162100	031162100 US0311621009 - AMGN	0 595%	680 0000	98 6600	28-Jun-2013	$67,088 80	$48,622 85	$1
APARTMENT INVT & MGMT CO Ticker AIV | Asset ID 03748R101	03748R101 US03748R1014 2057059 AIV	0 301%	1,130 0000	30 0400	28-Jun-2013	$33,945 20	$30,129 53	$
APPLE COMPUTER INC Ticker AAPL | Asset ID 037833100	037833100 US0378331005 - AAPL	1 041%	296 0000	396 5300	28-Jun-2013	$117,372 88	$83,658 48	$3
AT & T INC Ticker T | Asset ID 00206R102	00206R102 US00206R1023 - T	0 488%	1,555 0000	35 4000	28-Jun-2013	$55,047 00	$53,689 11	$
BANK OF AMERICA CORPORATION Ticker BAC | Asset ID 060505104	060505104 US0605051046 - BAC	0 819%	7,180 0000	12 8600	28-Jun-2013	$92,334 80	$82,501 00	$
BARD CR INC Ticker BCR | Asset ID 067383109	067383109 US0673831097 - BCR	0 414%	430 0000	108 6800	28-Jun-2013	$46,732 40	$45,955 56	
BB&T CORP Ticker BBT | Asset ID 054937107	054937107 US0549371070 - BBT	0 544%	1,810 0000	33 8800	28-Jun-2013	$61,322 80	$42,077 07	$1
BOEING CO Ticker BA | Asset ID 097023105	097023105 US0970231058 - BA	0 740%	815 0000	102 4400	28-Jun-2013	$83,488 60	$45,474 57	$3
CHEVRON CORP Ticker CVX | Asset ID 166764100	166764100 US1667641005 -	1 249%	1,190 0000	118 3400	28-Jun-2013	$140,824 60	$55,274 05	$8

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
	CVX							
CHUBB CORP Ticker CB | Asset ID 171232101	171232101 US1712321017 - CB	0 672%	895 0000	84 6500	28-Jun-2013	$75,761 75	$55,196 03	$2
CIGNA Ticker CI | Asset ID 125509109	125509109 US1255091092 - CI	0 608%	945 0000	72 4900	28-Jun-2013	$68,503 05	$36,585 83	$3
CINTAS CORPORATION Ticker CTAS | Asset ID 172908105	172908105 US1729081059 - CTAS	0 400%	990 0000	45 5400	28-Jun-2013	$45,084 60	$41,204 30	$
CISCO SYSTEMS Ticker CSCO | Asset ID 17275R102	17275R102 US17275R1023 - CSCO	0 399%	1,850 0000	24 3350	28-Jun-2013	$45,019 75	$46,287 28	($'
CITIGROUP INC Ticker C | Asset ID 172967424	172967424 US1729674242 2297907 C	0 941%	2,211 0000	47 9700	28-Jun-2013	$106,061 67	$77,018 25	$2
COCA-COLA CO Ticker KO | Asset ID 191216100	191216100 US1912161007 - KO	0 567%	1,595 0000	40 1100	28-Jun-2013	$63,975 45	$49,612 19	$1
COLGATE-PALMOLIVE CO Ticker CL | Asset ID 194162103	194162103 US1941621039 - CL	0 437%	860 0000	57 2900	28-Jun-2013	$49,269 40	$35,994 14	$1
CONOCOPHILLIPS Ticker COP | Asset ID 20825C104	20825C104 US20825C1045 - COP	0 596%	1,110 0000	60 5000	28-Jun-2013	$67,155.00	$61,507 66	$
CVS/CAREMARK CORPORATION Ticker CVS | Asset ID 126650100	126650100 US1266501006 - CVS	0 548%	1,080 0000	57 1800	28-Jun-2013	$61,754 40	$39,043 19	$2
DANAHER CORP Ticker DHR | Asset ID 235851102	235851102 US2358511028 2250870 DHR	0 371%	660 0000	63 3000	28-Jun-2013	$41,778 00	$41,124 64	
DELAWARE EMERGING MARKETS INST'L Ticker DEMIX | Asset ID 245914817	245914817 - - DEMIX	1 316%	10,629 2520	13 9600	28-Jun-2013	$148,384 36	$125,000 00	$2
DR PEPPER SNAPPLE INC Ticker DPS | Asset ID 26138E109	26138E109 US26138E1091 - DPS	0 356%	875 0000	45 9300	28-Jun-2013	$40,188 75	$42,268 32	($:
DUKE ENERGY CORP NEW Ticker DUK | Asset ID 26441C204	26441C204 US26441C2044 B7VD3F2 DUK	0 365%	610 0000	67 5000	28-Jun-2013	$41,175 00	$44,853 60	($:

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
E M C CORP MASS Ticker EMC | Asset ID 268648102	268648102 US2686481027 - EMC	0 390%	1,860 0000	23 6200	28-Jun-2013	$43,933 20	$23,039 96	$2
EBAY INC Ticker EBAY | Asset ID 278642103	278642103 US2786421030 - EBAY	0 541%	1,180 0000	51 7200	28-Jun-2013	$61,029 60	$48,835 84	$1
EDISON INTERNATIONAL Ticker EIX | Asset ID 281020107	281020107 US2810201077 - EIX	0 440%	1,030 0000	48 1600	28-Jun-2013	$49,604 80	$38,593 58	$1
EXXON MOBIL CORP Ticker XOM | Asset ID 30231G102	30231G102 US30231G1022 - XOM	1 238%	1,545 0000	90 3500	28-Jun-2013	$139,590 75	$88,381 74	$5
FORD MOTOR CO Ticker F | Asset ID 345370860	345370860 US3453708600 2615468 F	0 451%	3,290 0000	15 4700	28-Jun-2013	$50,896 30	$43,740 71	$
GAP, INC Ticker GPS | Asset ID 364760108	364760108 US3647601083 - GPS	0 481%	1,300 0000	41 7300	28-Jun-2013	$54,249 00	$41,427 36	$1
GENERAL ELECTRIC CO Ticker GE | Asset ID 369604103	369604103 US3696041033 - GE	0 956%	4,650 0000	23 1900	28-Jun-2013	$107,833 50	$55,843 46	$5
GENWORTH FINL INCCL A Ticker GNW | Asset ID 37247D106	37247D106 US37247D1063 B011WL6 GNW	0 473%	4,675 0000	11 4100	28-Jun-2013	$53,341 75	$43,259 74	$1
GOOGLE INC Ticker GOOG | Asset ID 38259P508	38259P508 US38259P5089 - GOOG	0 890%	114 0000	880 3700	28-Jun-2013	$100,362 18	$65,806 53	$3
HANESBRANDS INC Ticker HBI | Asset ID 410345102	410345102 US4103451021 - HBI	0 666%	1,460 0000	51 4200	28-Jun-2013	$75,073 20	$49,163 16	$2
HERSHEY COMPANY Ticker HSY | Asset ID 427866108	427866108 US4278661081 - HSY	0 475%	600 0000	89 2800	28-Jun-2013	$53,568 00	$21,410 21	$3
INTERNATIONAL BUSINESS MACHINES Ticker IBM | Asset ID 459200101	459200101 US4592001014 - IBM	0 531%	313 0000	191 1100	28-Jun-2013	$59,817 43	$30,636 93	$2
ISHARES CORE S&P 500 ETF Ticker IVV | Asset ID 464287200	464287200 US4642872000 6350828 IVV	2 140%	1,500 0000	160 8800	28-Jun-2013	$241,320 00	$198,748 50	$4
ISHARES CORE	464287507	3 841%	3,750 0000	115 5000	28-Jun-	$433,125 00	$337,382 02	$9

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
S&P MID-CAP ETF Ticker IJH | Asset ID 464287507	US4642875078 2611637 IJH				2013			
ISHARES MSCI EAFE ETF Ticker EFA | Asset ID 464287465	464287465 - - EFA	2 033%	4,000 0000	57 3000	28-Jun-2013	$229,200 00	$223,955 60	$
ISHARES MSCI EMERGING MKTS ETF Ticker EEM | Asset ID 464287234	464287234 - 2582409 EEM	1 024%	3,000 0000	38 5000	28-Jun-2013	$115,500 00	$120,298 58	($4
ISHARES NASDAQ BIOTECHNOLOGY ETF Ticker IBB | Asset ID 464287556	464287556 US4642875565 2724892 IBB	0 679%	440 0000	173 8800	28-Jun-2013	$76,507 20	$57,890 35	$1
ISHARES S&P SMALLCAP 600 VALUE ETF Ticker IJS | Asset ID 464287879	464287879 US4642878791 - IJS	0 994%	1,200 0000	93 4400	28-Jun-2013	$112,128 00	$54,002 21	$5
ISHARES US OIL EQUIP & SVCS ETF Ticker IEZ | Asset ID 464288844	464288844 US4642888444 B14MFQ9 IEZ	0 601%	1,195 0000	56 7000	28-Jun-2013	$67,756 50	$70,364 01	($2
JOHNSON & JOHNSON Ticker JNJ | Asset ID 478160104	478160104 US4781601046 - JNJ	0 682%	895 0000	85 8600	28-Jun-2013	$76,844 70	$64,611 56	$1
JPMORGAN CHASE & CO Ticker JPM | Asset ID 46625H100	46625H100 US46625H1005 - JPM	0 581%	1,240 0000	52 7900	28-Jun-2013	$65,459 60	$43,212 37	$2
LOWES COMPANIES INC Ticker LOW | Asset ID 548661107	548661107 US5486611073 - LOW	0 791%	2,180 0000	40 9000	28-Jun-2013	$89,162 00	$54,775 92	$3
MARRIOTT INTL' INC NEW CLASS A Ticker.MAR | Asset ID 571903202	571903202 US5719032022 - MAR	0 376%	1,050 0000	40 3700	28-Jun-2013	$42,388 50	$37,843 37	$
MICROSOFT CORP Ticker MSFT | Asset ID 594918104	594918104 US5949181045 - MSFT	0 764%	2,495 0000	34 5450	28-Jun-2013	$86,189 77	$74,773 23	$1
MONSANTO CO NEW Ticker MON | Asset ID 61166W101	61166W101 US61166W1018 4658524 MON	0 675%	770 0000	98 8000	28-Jun-2013	$76,076 00	$55,371 31	$2
MOTOROLA SOLUTIONS INC Ticker MSI | Asset ID 620076307	620076307 US6200763075 B5BKPQ4 MSI	0 558%	1,090 0000	57 7300	28-Jun-2013	$62,925 70	$55,260 38	$
NEXTERA ENERGY INC COM	65339F101 US65339F1012	0 542%	750 0000	81 4800	28-Jun-2013	$61,110 00	$44,831 25	$1

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
Ticker NEE | Asset ID 65339F101	2328915 NEE							
ORACLE SYSTEMS CORP Ticker ORCL | Asset ID 68389X105	68389X105 US68389X1054 - ORCL	0 530%	1,945 0000	30 7100	28-Jun-2013	$59,730 95	$44,669 52	$1
PANERA BREAD CO CL A Ticker PNRA | Asset ID 69840W108	69840W108 US69840W1080 2063034 PNRA	0 503%	305 0000	185 9400	28-Jun-2013	$56,711 70	$19,384 65	$3
PEPSICO INC Ticker PEP | Asset ID 713448108	713448108 US7134481081 - PEP	0 591%	815 0000	81 7900	28-Jun-2013	$66,658 85	$4,334 19	$6
PFIZER INC Ticker PFE | Asset ID 717081103	717081103 US7170811035 - PFE	0 667%	2,685 0000	28 0100	28-Jun-2013	$75,206 85	$49,862 78	$2
PNC FINANCIAL SERVICES GROUP Ticker PNC | Asset ID 693475105	693475105 US6934751057 - PNC	0 385%	595 0000	72 9200	28-Jun-2013	$43,387 40	$31,484 13	$1
PRICELINE COM INC Ticker PCLN | Asset ID 741503403	741503403 US7415034039 7613724 PCLN	0 587%	80 0000	826 6700	28-Jun-2013	$66,133 60	$57,937 60	$
PROCTER & GAMBLE CO Ticker PG | Asset ID 742718109	742718109 US7427181091 - PG	0 509%	745 0000	76 9900	28-Jun-2013	$57,357 55	$33,456 49	$2
QUALCOMM CORP Ticker QCOM | Asset ID 747525103	747525103 US7475251036 - QCOM	0 477%	880 0000	61 0900	28-Jun-2013	$53,759 20	$51,963 07	$
SELECT SEC SPDR MATLS Ticker XLB | Asset ID 81369Y100	81369Y100 US81369Y1001 B1HKVC8 XLB	0 459%	1,350 0000	38 3450	28-Jun-2013	$51,765 75	$42,068 81	$
SELECT SECTOR SPDR TECHNOLOGY Ticker XLK | Asset ID 81369Y803	81369Y803 US81369Y8030 2369709 XLK	0 861%	3,175 0000	30 5850	28-Jun-2013	$97,107 37	$69,488 05	$2
SPDR GOLD TRUST GOLD SHS Ticker GLD | Asset ID 78463V107	78463V107 US78463V1070 - GLD	0 423%	400 0000	119 1100	28-Jun-2013	$47,644 00	$35,856 00	$1
STEELPATH MLP SELECT 40 CL I Ticker MLPTX | Asset ID 858268204	858268204 US8582682048 - MLPTX	1 305%	12,065 6380	12 2000	28-Jun-2013	$147,200 78	$125,000 00	$2
T ROWE PRICE MID-CAP GROWTH	779556109 -	1 287%	2,235 2090	64 9100	28-Jun-2013	$145,087 42	$118,949 47	$2

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
FD#64 Ticker RPMGX | Asset ID 779556109	- RPMGX							
T ROWE PRICE SMALL-CAP STOCKFD#65 Ticker OTCFX | Asset ID 779572106	779572106 - - OTCFX	1 260%	3,606 7330	39 3800	28-Jun-2013	$142,033 15	$135,000 00	$
TE CONNECTIVITY LTD Ticker TEL | Asset ID H84989104	H84989104 - - TEL	0 495%	1,225 0000	45 5400	28-Jun-2013	$55,786 50	$55,707 35	
TEMPLETON INSTITUTIONAL FOREIGN Ticker TFEQX | Asset ID 880210505	880210505 - - TFEQX	2 082%	11,822 6090	19 8600	28-Jun-2013	$234,797 01	$177,731 43	$5
THERMO FISHER SCIENTIFIC INC Ticker TMO | Asset ID 883556102	883556102 US8835561023 - TMO	0 578%	770 0000	84 6300	28-Jun-2013	$65,165 10	$47,090 81	$1
TJX COMPANIES NEW Ticker TJX | Asset ID 872540109	872540109 US8725401090 - TJX	0 533%	1,200 0000	50 0600	28-Jun-2013	$60,072 00	$34,645 92	$2
UNITED TECHNOLOGIES CORP Ticker UTX | Asset ID 913017109	913017109 US9130171096 - UTX	0 532%	645 0000	92 9400	28-Jun-2013	$59,946 30	$42,318 79	$1
VERIZON COMMUNICATIONS Ticker VZ | Asset ID 92343V104	92343V104 US92343V1044 - VZ	0 545%	1,220 0000	50 3400	28-Jun-2013	$61,414 80	$48,384 82	$1
VISA INC Ticker V | Asset ID 92826C839	92826C839 US92826C8394 - V	0 810%	500 0000	182 7500	28-Jun-2013	$91,375 00	$44,000 85	$4
WAL-MART STORES Ticker WMT | Asset ID 931142103	931142103 US9311421039 - WMT	0 684%	1,035 0000	74 4900	28-Jun-2013	$77,097 15	$53,562 36	$2
WELLS FARGO & CO NEW Ticker WFC | Asset ID 949746101	949746101 US9497461015 - WFC	0 882%	2,410 0000	41 2700	28-Jun-2013	$99,460 70	$70,250 70	$2
Subtotal		**57.904%**				**$6,528,915.48**	**$4,930,958.26**	**$1,59**
Fixed Income -Taxable: 39.550%								
DU PONT & CO 1 750% 3/25/14 Asset ID 263534CG2	263534CG2 US263534CG25 B55G6Y3 -	0 894%	100,000 0000	100 8030%	28-Jun-2013	$100,803 00	$100,218 00	
FED FARM CR BK 5 180% 9/15/14 Asset ID 31331V4E3	31331V4E3 - - -	2 348%	250,000 0000	105 8850%	28-Jun-2013	$264,712 50	$253,700 00	$1

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
FED FARM CR BKS 5 050% 5/06/15 Asset ID 31331XCY6	31331XCY6 - - -	2 405%	250,000 0000	108 4480%	28-Jun-2013	$271,120 00	$250,485 00	$2
FED HOME LN BK 4 875% 3/11/16 Asset ID 3133XEUG2	3133XEUG2 - - -	2 433%	250,000 0000	109 7110%	28-Jun-2013	$274,277 50	$261,105 00	$1
FIDELITY REAL ESTATE INCOME Ticker FRIFX | Asset ID 316389865	316389865 US3163898659 - FRIFX	0 962%	9,323 1370	11 6400	28-Jun-2013	$108,521 31	$101,865 96	$
METROPOLITAN WEST HIGH YD BD I #514 Ticker MWHIX | Asset ID 592905848	592905848 US5929058486 - MWHIX	2 872%	31,466 4440	10 2900	28-Jun-2013	$323,789 71	$327,945 88	($4
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker TGBAX | Asset ID 880208400	880208400 - 2068404 TGBAX	2 097%	18,311 1820	12 9100	28-Jun-2013	$236,397 36	$254,197 96	($1
VANGUARD ADMIRAL FIXED STCORP #539 Ticker VFSUX | Asset ID 922031836	922031836 - - VFSUX	1 103%	11,666 2940	10 6600	28-Jun-2013	$124,362 69	$125,649 51	($
VANGUARD ADMIRAL GNMA FD #536 Ticker VFIJX | Asset ID 922031794	922031794 - - VFIJX	11 049%	118,875 4870	10 4800	28-Jun-2013	$1,245,815 10	$1,266,161 94	($2
VANGUARD ADMIRAL INTER TERM FD#571 Ticker VFIDX | Asset ID 922031810	922031810 - - VFIDX	1 307%	15,071 7840	9 7800	28-Jun-2013	$147,402 05	$153,465 99	($6
VANGUARD INFL-PROTD SEC ADMIN #5119 Ticker VAIPX | Asset ID 922031737	922031737 US9220317377 - VAIPX	2 320%	9,976 2920	26 2200	28-Jun-2013	$261,578 38	$245,169 74	$1
VANGUARD INTER TERM BD IDX SS #1350 Ticker VIBSX | Asset ID 921937843	921937843 - - VIBSX	9 086%	90,506 9350	11 3200	28-Jun-2013	$1,024,538 50	$1,037,550 20	($1
VANGUARD SHORT-TERM FED ADMR #549 Ticker VSGDX | Asset ID 922031844	922031844 US9220318441 B5VT4W0 VSGDX	0 675%	7,127 8170	10 6800	28-Jun-2013	$76,125 09	$77,330 71	($
Subtotal		**39.550%**				**$4,459,443.19**	**$4,454,845.89**	**$**