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 JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: Horizon Foundation, Inc.

A Employer identification number: 23-2867116

Number and street (or P O box number if mail is not delivered to street address): One Monument Way, 2nd Floor | Room/suite

B Telephone number: (207) 773-5101

City or town, state, and ZIP code: Portland, ME 04101

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 17,604,234.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	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	160,000.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	63,805.	63,805.		Statement 1
	4	Dividends and interest from securities	342,693.	342,693.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	267,063.			
	b	Gross sales price for all assets on line 6a 4,511,815.				
	7	Capital gain net income (from Part IV, line 2)		267,063.		
	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)				
	11	Other income				
	12	Total. Add lines 1 through 11	833,561.	673,561.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,232.	0.		14,232.
	14	Other employee salaries and wages	32,551.	0.		32,551.
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 3	3,100.	1,860.		1,240.
	c	Other professional fees Stmt 4	57,666.	57,666.		0.
	17	Interest				
	18	Taxes Stmt 5	13,267.	0.		2,490.
	19	Depreciation and depletion				
	20	Occupancy	19,193.	0.		19,193.
	21	Travel, conferences, and meetings	2,191.	0.		2,191.
	22	Printing and publications				
	23	Other expenses Stmt 6	20,225.	0.		20,225.
	24	Total operating and administrative expenses. Add lines 13 through 23	162,425.	59,526.		92,122.
	25	Contributions, gifts, grants paid	695,499.			695,499.
	26	Total expenses and disbursements. Add lines 24 and 25	857,924.	59,526.		787,621.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<24,363.>			
	b	Net investment income (if negative, enter -0-)		614,035.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

11191028 793251 36055-223 2012.04040 Horizon Foundation, Inc. 36055-21

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11,503.	1,744.	1,744.
	2 Savings and temporary cash investments	1,273,774.	997,949.	997,949.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	11,592,718.	13,549,734.	13,549,734.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	2,231,838.	2,067,652.	2,067,652.
	14 Land, buildings, and equipment: basis ▶ 15,109.			
	Less: accumulated depreciation Stmt 10 ▶ 15,109.			
	15 Other assets (describe ▶ Statement 11)	1,059,238.	987,155.	987,155.
	16 **Total assets** (to be completed by all filers)	16,169,071.	17,604,234.	17,604,234.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	15,109,832.	16,617,079.	
	25 Temporarily restricted	1,059,239.	987,155.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	16,169,071.	17,604,234.	
	31 **Total liabilities and net assets/fund balances**	16,169,071.	17,604,234.	

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	16,169,071.
2	Enter amount from Part I, line 27a	2	<24,363.>
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain on Investment	3	1,531,610.
4	Add lines 1, 2, and 3	4	17,676,318.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	72,084.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,604,234.

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		Various	Various
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	4,511,815.		4,244,752.	267,063.
b				
c				
d				
e				

	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	
a				267,063.
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** 267,063.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	720,789.	14,667,253.	.049143
2010	577,168.	12,108,361.	.047667
2009	508,161.	10,233,377.	.049657
2008	499,038.	9,539,657.	.052312
2007	574,590.	11,601,523.	.049527

2	Total of line 1, column (d)	2	.248306
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	.049661
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,791,874.
5	Multiply line 4 by line 3	5	784,240.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,140.
7	Add lines 5 and 6	7	790,380.
8	Enter qualifying distributions from Part XII, line 4	8	787,621.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	12,281.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	12,281.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	12,281.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 10,000.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	10,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,281.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ — Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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.*	1b		X
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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ME			
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 ▶ horizonfoundation.org

14 The books are in care of ▶ Horizon Foundation, Inc. Telephone no ▶207-773-5101
Located at ▶One Monument Way, 2nd Floor, Portland, ME ZIP+4 ▶04101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.	14,232.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	14,443,785.
b	Average of monthly cash balances	1b	1,588,574.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	16,032,359.
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	16,032,359.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	240,485.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,791,874.
6	**Minimum investment return.** Enter 5% of line 5	6	789,594.

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	789,594.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 12,281.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	12,281.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	777,313.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	777,313.
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	777,313.

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	787,621.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	787,621.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	787,621.

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				777,313.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 6,667.				
c From 2009				
d From 2010 12,644.				
e From 2011				
f Total of lines 3a through e	19,311.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 787,621.				
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				777,313.
e Remaining amount distributed out of corpus	10,308.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,619.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	29,619.			
10 Analysis of line 9				
a Excess from 2008 6,667.				
b Excess from 2009				
c Excess from 2010 12,644.				
d Excess from 2011				
e Excess from 2012 10,308.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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
2 a 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 14

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

See Statement 14

c Any submission deadlines

See Statement 14

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

See Statement 14

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*				
A Company of Girls P.O. Box 7527 Portland, ME 04112	N/A	Public Charity	Growth and Collaborative Opportunities	7,500.
American Red Cross 2025 E Street, NW Washington, DC 20006	N/A	Public Charity	General Support	5,000.
Arts Council of Princeton 102 Witherspoon Street Princeton, NJ 08542	N/A	Public Charity	Youth ArtReach	10,000.
Association to Preserve Cape Cod P.O. Box 398 Barnstable, MA 02630	N/A	Public Charity	Cape Cod Water Resources Restoration Project Advocacy Campaign	10,000.
Audubon CT 613 Riversville Road Greenwich, CT 06831	N/A	Public Charity	Pleasure Beach Wildlife Guards	20,000.
Total See continuation sheet(s)			▶ 3a	695,499.
b *Approved for future payment* None				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	63,805.	
4 Dividends and interest from securities			14	342,693.	
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	267,063.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		673,561.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 673,561.

(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)

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12-05-12

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 11/7/13 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Nicholas E. Porto		10/29/13		P01310283
Firm's name ▶ BAKER NEWMAN & NOYES			Firm's EIN ▶ 01-0494526	
Firm's address ▶ P.O. BOX 507 PORTLAND, ME 04112			Phone no (207)879-2100	

Form **990-PF** (2012)

223622 12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Barnstable Land Trust P.O. Box 224 Cotuit, MA 02635	N/A	Public Charity	Keep Lowell Park Green!	20,000.
Big Brothers Big Sisters of Midcoast Maine 12 School Street, Suite 201 Rockland, ME 04841	N/A	Public Charity	School-Based and Community-Based 1-1 Mentoring for Lincoln County	7,500.
Biodiversity Research Institute 652 Maine Street Gorham, ME 04083	N/A	Public Charity	River Point Wildlife Monitoring and Education: A Bird's Eye View	15,000.
Boys & Girls Club of Geneva P.O. Box 166 Geneva, NY 14456	N/A	Public Charity	General Support	2,500.
Boys & Girls Club of Trenton & Mercer County 212 Center Street Trenton, NJ 08611	N/A	Public Charity	Career Launch	15,000.
Carver Foundation of Norwalk, CT 7 Academy Street Norwalk, CT 06850	N/A	Public Charity	Youth Development Program	20,000.
Cathance River Education Alliance P.O. Box 187 Topsham, ME 04086	N/A	Public Charity	Environmental Education Programs for Brunswick K-12 Teachers, Students and Community Members	5,000.
Compact of Cape Cod Conservation Trusts P.O. Box 443 Barnstable, MA 02630	N/A	Public Charity	Cape Cod of National Seashore Priority Lands Project	15,000.
Connecticut Audubon Society 2325 Burr Street Fairfield, CT 06824	N/A	Public Charity	Science in Nature Education Program	10,000.
Conservation Law Foundation 47 Portland Street, Suite 4 Portland, ME 04110	N/A	Public Charity	Farm and Food Initiative	17,000.
Total from continuation sheets				642,999.

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Creative Arts Center 154 Crowell Road Chatham, MA 02633	N/A	Public Charity	General Support	1,000.
Damariscotta Lake Watershed Association 38 Farm Circle Jefferson, ME 04348	N/A	Public Charity	Strengthening DLWA's Capacity	15,000.
D&R Greenway Land Trust One Preservation Place Princeton, NJ 08540	N/A	Public Charity	Expanded Stewardship and Environmental Education on St Michaels Farm Preserve	20,000.
Environment Northeast P.O. Box 583 Rockport, ME 04856	N/A	Public Charity	Advancing Sustainable Energy in Maine: Education, Awareness & Implementation	18,000.
Environmental Health Strategy Center P.O. Box 2217 Bangor, ME 04402	N/A	Public Charity	Promotion of renewable Maine Biomass Products	10,000.
Every Child Valued 175 Johnson Avenue Lawrenceville, NJ 08648	N/A	Public Charity	Walkabout in the Natural World	7,500.
Ferry Beach Ecology School 8 Morris Avenue, Building 1 Saco, ME 04072	N/A	Public Charity	Food for Thought: 2.0	10,000.
The Food Project 10 Lewis Street Lincoln, MA 01773	N/A	Public Charity	General Support	3,000.
Friends of Casco Bay 43 Slocum Drive South Portland, ME 04106	N/A	Public Charity	Protecting Clam Flats from Coastal Acidification	15,000.
Friends of Gallatin National Forest Avalanche Center P.O. Box 6799 Bozeman, MT 59771	N/A	Public Charity	General Support	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Friends of Hyalite P.O. Box 6235 Bozeman, MT 59771	N/A	Public Charity	General Support	1,500.
Friends of Midcoast Maine 5 Free Street Camden, ME 04843	N/A	Public Charity	Operating Support for Smart Growth Technical Assistance Program in Midcoast Maine	15,000.
Friends of St. Lawrence Church 76 Congress Street Portland, ME 04101	N/A	Public Charity	Development of schematic plans to rebuild the sanctuary	15,000.
Gallatin Valley Food Bank 602 Bond Street Bozeman, MT 59771	N/A	Public Charity	General Support	3,000.
Higher Ground Sun Valley 120 Second Avenue, Suite 206 Ketchum, ID 8340	N/A	Public Charity	General Support	2,500.
Irland Group/SWOAM P.O. Box 836 Augusta, ME 04332	N/A	Public Charity	Outreach Program on Tree Growth Tax in Maine Coastal Counties	7,500.
Isles 10 Wood Street Trenton, NJ 08618	N/A	Public Charity	YouthBuild Institute	20,000.
Kitchen Gardeners International 3 Powderhorn Drive Scarborough, ME 04074	N/A	Public Charity	Sow it Forward	7,500.
Land Trust Alliance P.O. Box 1797 Litchfield, CT 06759	N/A	Public Charity	Building Land Trust Excellence in Maine	18,000.
Lee Pesky Learning Center 3324 Elder Street Boise, ID 83704-4713	N/A	Public Charity	General Support	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Maine Association of Conservation Commissions 168 Cushman Hill Road Woodstock, ME 04219	N/A	Public Charity	Forest Works! Project Coordination	10,000.
Maine Island Trail Association 58 Fore Street, Building 30 Portland, ME 04101	N/A	Public Charity	Modernizing MITA's member relations	7,000.
Maine Natural History Observatory 317 Guzzle Road Gouldsboro, ME 04607	N/A	Public Charity	Completing the Whole Picture: Documenting the Last Best Places	20,000.
Maine Organic Farmers and Gardeners Association P.O. Box 170 Unity, ME 04988	N/A	Public Charity	Expanding Learning Opportunities for Gardeners and Growers in Southern Maine	14,630.
Maine Wilderness Guides Outdoor Education Fund 126 Western Avenue, #155 Augusta, ME 04330	N/A	Public Charity	Developing Capacity for Training and Education	7,500.
Mass Audubon P.O. Box 235 Cummaquid, MA 02637	N/A	Public Charity	Ecosystem Exploration Program	12,950.
Manomet Center for Conservation Sciences P.O. Box 1770 Manomet, MA 02345	N/A	Public Charity	Making Connections: A Collaborative Approach to Ecosystem Renewal	35,000.
Millhill Child & Family Development Corporation 101 Oakland Street Trenton, NJ 08618	N/A	Public Charity	Trenton PEERS	20,000.
Monhegan Artists' Residency Corporation 6 Stoneledge Drive Portland, ME 04102	N/A	Public Charity	Artist-Educator Residency Program	6,400.
Morris Farm Trust P.O. Box 136 Wiscasset, ME 04578	N/A	Public Charity	Project Outreach for Growth	15,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
National Audubon Society / Project Puffin 159 Sapsucker Woods Road Ithaca, NY 14850	N/A	Public Charity	Seaside Explorers Program	5,071.
National Marine Life Center P.O. Box 269 Buzzards Bay, MA 02532	N/A	Public Charity	Digital X-Ray Processing and Rehabilitation Education	5,000.
Natural Resources Council of Maine 3 Wade Street Augusta, ME 04330	N/A	Public Charity	Outreach to Promote Energy Efficiency in Maine	18,000.
New England Grassroots Environment Fund P.O. Box 1057 Montpelier, VT 05601	N/A	Public Charity	Supporting Grassroots Local Energy Work in Maine	10,000.
Portland Museum of Art Seven Congress Square Portland, ME 04101	N/A	Public Charity	ARTworks: Bringing Children to Art	10,000.
Portland Ovations 50 Monument Square, 2nd floor Portland, ME 04101	N/A	Public Charity	Destination Portland	10,000.
Portland Trails 305 Commercial Street Portland, ME 04101	N/A	Public Charity	Connecting Westbrook and Portland by Trail	10,000.
Princeton Area Community Foundation 15 Princess Road Lawrenceville, NJ 08648-2301	N/A	Public Charity	General Support	5,000.
Rippleffect P.O. Box 441 Portland, ME 04112	N/A	Public Charity	Rippleffect Outdoor Leadership Expedition (ROLE)	17,298.
Rowayton Historical Society P.O. Box 106 Rowayton, CT 06853	N/A	Public Charity	Colonial Life After-School Program	1,200.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
San Diego Roots Sustainable Food Project P.O. Box 33285 San Diego, CA 92163-3285	N/A	Public Charity	General Support	5,000.
Story Telling Arts, Inc. P.O. Box 995 Princeton Jct, NJ 08550	N/A	Public Charity	Girls Emerging program	10,000.
StreetSquash Newark 40 West 116th Street New York, NY 10026	N/A	Public Charity	General Support	2,500.
The Nature Conservancy, ME Fort Andross, Box 22 Brunswick, ME 04011	N/A	Public Charity	Penobscot River Restoration project	20,000.
Three Bays Preservation, Inc. P.O. Box 215 Osterville, MA 02655	N/A	Public Charity	General Support	1,000.
Wolfe's Neck Farm 184 Burnett Road Freeport, ME 04032	N/A	Public Charity	Restoration and Repurposing of the E.B. Mallet Barn	14,500.
Woods Hole Research Center 149 Woods Hole Road Falmouth, MA 02540	N/A	Public Charity	A Cape Cod and the Islands Climate Change and Energy Summit	19,800.
317 Main Community Music Center 317 Main Street Yarmouth, ME 04096	N/A	Public Charity	Maine's All-State Acoustic Music Festival	10,650.
Total from continuation sheets				

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05-01-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
Horizon Foundation, Inc.	23-2867116

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: Horizon Foundation, Inc.

Employer identification number: 23-2867116

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Alexander K. Buck, Jr. 1997 Trust #1 C/O Welch & Forbes, LLC, 45 School Street Boston, MA 02108	$ 80,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	Alexander K. Buck, Jr. 1997 Trust #2 C/O Welch & Forbes, LLC, 45 School Street Boston, MA 02108	$ 80,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Horizon Foundation, Inc.	23-2867116

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: Horizon Foundation, Inc.

Employer identification number: 23-2867116

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc, contributions of $1,000 or less for the year (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

Source	Amount
Interest Income	63,805.
Total to Form 990-PF, Part I, line 3, Column A	63,805.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividend Income	342,693.	0.	342,693.
Total to Fm 990-PF, Part I, ln 4	342,693.	0.	342,693.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting & Tax Services	3,100.	1,860.		1,240.
To Form 990-PF, Pg 1, ln 16b	3,100.	1,860.		1,240.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	57,666.	57,666.		0.
To Form 990-PF, Pg 1, ln 16c	57,666.	57,666.		0.

Form 990-PF	Taxes	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Taxes	2,490.	0.		2,490.
Federal Excise Taxes	10,777.	0.		0.
To Form 990-PF, Pg 1, ln 18	13,267.	0.		2,490.

Form 990-PF	Other Expenses	Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting Fees	10,118.	0.		10,118.
Security	218.	0.		218.
Office Supplies and Expenses	6,599.	0.		6,599.
Insurance	1,796.	0.		1,796.
Payroll Processing	1,459.	0.		1,459.
Filing Fee	35.	0.		35.
To Form 990-PF, Pg 1, ln 23	20,225.	0.		20,225.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement 7

Description	Amount
Decrease in Present Value of Future Charitable Lead Trust Payments	72,084.
Total to Form 990-PF, Part III, line 5	72,084.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Equities - See Statement 13	13,549,734.	13,549,734.
Total to Form 990-PF, Part II, line 10b	13,549,734.	13,549,734.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Fixed Income - See Statement 13	FMV	1,967,652.	1,967,652.
Promissory Note	FMV	100,000.	100,000.
Total to Form 990-PF, Part II, line 13		2,067,652.	2,067,652.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Computer Equipment	11,755.	11,755.	0.
Furniture and Fixtures	3,354.	3,354.	0.
Total To Fm 990-PF, Part II, ln 14	15,109.	15,109.	0.

Form 990-PF Other Assets Statement 11

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Present Interest in Charitable Lead Trust	1,059,238.	987,155.	987,155.
To Form 990-PF, Part II, line 15	1,059,238.	987,155.	987,155.

Form 990-PF — Part VIII - List of Officers, Directors Trustees and Foundation Managers — Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Sara L. Buck One Monument Way, 2nd Floor Portland, ME 04101	Chairman/Vice President 1.00	0.	0.	0.
Alexander K. Buck, Jr. One Monument Way, 2nd Floor Portland, ME 04101	President 25.00	0.	14,232.	0.
Anne E. Buck One Monument Way, 2nd Floor Portland, ME 04101	Secretary 1.00	0.	0.	0.
N. Harrison Buck One Monument Way, 2nd Floor Portland, ME 04101	Treasurer 2.00	0.	0.	0.
Nancy B. Buck One Monument Way, 2nd Floor Portland, ME 04101	Vice President 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	14,232.	0.

Horizon Foundation
Fiscal Year-End: June 30, 2013

EIN: 23-2867116

		Account #1	Account #2	Account #3	Account #4	Account #5
Cash	Cash	327,754	336,303	88,188	17,691	126,918
Certificates of Deposit	Cash	101,095	-	-	-	-
Common Stock	Equities	-	-	4,740,708	4,285,452	4,523,574
Fixed Income	Fixed Income	-	1,740,274	-	227,378	-
		428,849	2,076,577	4,828,896	4,530,521	4,650,492

		FMV
Total Investments - Cash:	$	997,949
Total Investments - Equities:	$	13,549,734
Total Investments - Fixed Income:	$	1,967,652

Statement 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

CASH HOLDINGS REPORT

Horizon Foundation, Inc.
June 30, 2013

Security	Market Value	Yield (%)
CASH AND EQUIVALENTS		
CASH & EQUIVALENTS		
SCHWAB ADVISOR CASH RESERVES-PREMIER	0	0.01
SCHWAB US TREASURY MONEY FUND	327,754	0 01
	327,754	0.01
	327,754	0.01
CERTIFICATES OF DEPOSIT		
AMERICAN EXPRESS CENTURION BK	101,042	2 72
2.75% due 12-23-2013, (eff mat 12-23-2013)		
Accrued Interest	53	
	101,095	2.72
TOTAL CASH	428,849	0.65

Footnote Yield indicates current yield on market value

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

CASH HOLDINGS REPORT

Horizon Foundation #2
June 30, 2013

Security	Market Value	Yield (%)
CASH AND EQUIVALENTS		
CASH & EQUIVALENTS		
SCHWAB US TREASURY MONEY FUND	336,303	0.01
	336,303	0.01
TOTAL CASH	336,303	0.01

Footnote Yield indicates current yield on market value

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

FIXED INCOME HOLDINGS REPORT
Holdings by Maturity
Horizon Foundation #2
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Fixed	Yield (%)	Moody
Maturity: Under 1 Yr								
39,000	CAROLINA PWR & LT CO 5 12% due 09-15-2013, (eff mat. 09-15-2013)	100 97	39,379	100 92	39,358	2 3	5 08	A1
80,000	BB&T CORPORATION 3 37% due 09-25-2013, (eff mat. 09-25-2013)	100 53	80,425	100 66	80,526	4 6	3 35	A2
50,000	GEORGIA PWR CO 6 00% due 11-01-2013, (eff mat 11-01-2013)	101 84	50,919	101 78	50,891	2 9	5 89	A3
80,000	METLIFE INC 5 00% due 11-24-2013, (eff. mat 11-24-2013)	101 40	81,117	101 85	81,484	4 7	4 91	A3
65,000	DELMARVA PWR & LT CO 6 40% due 12-01-2013, (eff mat 12-01-2013)	101 98	66,287	102 35	66,526	3 8	6 25	A3
50,000	UNION PAC CORP 5 12% due 02-15-2014, (eff mat 02-15-2014)	102 73	51,366	102 65	51,323	2.9	4 99	Baa1
70,000	NSTAR ELEC CO 4 87% due 04-15-2014, (eff mat 04-15-2014)	102 60	71,818	103 39	72,376	4 2	4 71	A2
80,000	MELLON FDG CORP 5 20% due 05-15-2014, (eff. mat 05-15-2014)	103 43	82,741	104 13	83,302	4 8	4 99	Aa3
	Accrued Interest				4,714	0 3		
			524,052		530,502	30.5	4 94	
Maturity: 1 Yr - 3 Yrs								
50,000	PACIFICORP 4 95% due 08-15-2014, (eff mat. 08-15-2014)	104 49	52,247	104 27	52,134	3 0	4 75	A2
75,000	BEAR STEARNS & CO INC 5.70% due 11-15-2014, (eff. mat 11-15-2014)	104 60	78,454	106 53	79,897	4 6	5 35	A2
80,000	CONSOLIDATED NAT GAS CO 5 00% due 12-01-2014, (eff mat 12-01-2014)	104 19	83,355	105 56	84,446	4.9	4 74	Baa2
75,000	SOUTHERN CALIF EDISON CO 4 65% due 04-01-2015, (eff. mat. 04-01-2015)	105 60	79,203	107 03	80,273	4 6	4 34	A1
80,000	THERMO FISHER SCIENTIFIC INC 3 20% due 05-01-2015, (eff. mat 05-01-2015)	102 59	82,075	103.25	82,600	4 7	3.10	Baa1

STATEMENT 13

SILVERCREST
ASSET MANAGEMENT GROUP

FIXED INCOME HOLDINGS REPORT

Holdings by Maturity
Horizon Foundation #2
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Fixed	Yield (%)	Moody
80,000	NATIONAL RURAL UTILS COOP FIN 1 90% due 11-01-2015, (eff mat 11-01-2015)	100 33	80,261	102.43	81,946	4 7	1 85	A1
80,000	GENERAL ELEC CAP CORP MTN BE 2 25% due 11-09-2015, (eff. mat 11-09-2015)	99 67	79,739	102 36	81,887	4 7	2 20	A1
50,000	LILLY ELI & CO 6 57% due 01-01-2016, (eff mat. 01-01-2016)	111 86	55,931	112 70	56,349	3 2	5.83	A2
70,000	PUBLIC SVC ELEC & GAS CO 6 75% due 01-01-2016, (eff mat 01-01-2016)	109 88	76,916	112 56	78,791	4 5	6 00	A1
30,000	JOHNSON CTLS INC 5.50% due 01-15-2016, (eff mat 01-15-2016)	107 98	32,395	109 87	32,961	1 9	5 01	Baa1
60,000	PPG INDS INC 7 37% due 06-01-2016, (eff mat. 06-01-2016)	117 38	70,428	116 04	69,622	4 0	6 36	Baa1
	Accrued Interest				8,666	0.5		
			771,002		789,573	45.4	4.38	
MATURITY: 3 YRS - 5 YRS								
80,000	TORONTO DOMINION BANK 2 50% due 07-14-2016, (eff mat 07-14-2016)	101 38	81,100	103 66	82,930	4 8	2 41	Aa1
69,000	COMMONWEALTH EDISON CO 5 95% due 08-15-2016, (eff mat 08-15-2016)	114.10	78,726	113 85	78,554	4.5	5 23	A3
80,000	PNC FUNDING CORP 2.70% due 09-19-2016, (eff mat 09-19-2016)	99 92	79,938	104 08	83,261	4 8	2.59	A3
55,000	DIAGEO CAP PLC 5 50% due 09-30-2016, (eff mat 09-30-2016)	112 90	62,097	120 74	66,408	3 8	4 56	A3
50,000	LILLY ELI & CO 5 20% due 03-15-2017, (eff mat 03-15-2017)	111 65	55,825	111 84	55,919	3 2	4.65	A2

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

FIXED INCOME HOLDINGS REPORT
Holdings by Maturity
Horizon Foundation #2
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Fixed	Yield (%)	Moody
50,000	BB&T CORPORATION 2 05% due 06-19-2018, (eff mat 06-19-2018)	99.87	49,937	98.54	49,272	2 8	2.08	A2
	Accrued Interest				3,855	0.2		
			407,623		420,200	24.1	3.58	
TOTAL MANAGED FIXED INCOME			1,702,677		1,740,274	100.0	4.36	

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

CASH HOLDINGS REPORT
Horizon Foundation #3
Silvercrest Equity Income
June 30, 2013

SECURITY	MARKET VALUE	YIELD (%)
CASH AND EQUIVALENTS		
CASH & EQUIVALENTS		
EQUITY DIVIDEND ACCRUAL ACCOUNT	6,496	0.00
SCHWAB US TREASURY MONEY FUND	81,692	0.01
	88,188	0.01
	88,188	0.01
TOTAL CASH	88,188	0.01

Footnote Yield indicates current yield on market value

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #3
Silvercrest Equity Income
June 30, 2013

QUANTITY	SECURITY	UNIT COST	TOTAL COST	PRICE	MARKET VALUE	PCT. EQUITY	ANNUAL INCOME	YIELD (%)
COMMON STOCK								
CONSUMER DISCRETIONARY & SERVICES								
2,150	BOB EVANS FARMS INC COM	37 21	79,992	46 98	101,007	2 1	2,365	2 34
1,250	HOME DEPOT INC COM	35 15	43,936	77 47	96,837	2.0	1,950	2 01
1,500	TIFFANY & CO NEW COM	55 85	83,773	72 84	109,260	2 3	2,040	1.87
			207,702		307,104	6 5	6,355	2 07
CONSUMER STAPLES								
1,200	COLGATE PALMOLIVE CO COM	44 47	53,369	57 29	68,748	1.5	1,632	2 37
550	DIAGEO P L C SPON ADR NEW	66 95	36,820	114 95	63,222	1 3	1,555	2 46
1,350	LANCASTER COLONY CORP COM	60 83	82,127	77 99	105,286	2 2	2,160	2 05
800	PEPSICO INC COM	68 98	55,182	81 79	65,432	1 4	1,816	2 78
900	SMUCKER J M CO COM NEW	77 96	70,161	103.15	92,835	2.0	1,872	2.02
			297,660		395,524	8 3	9,035	2 28
ENERGY								
1,050	CHEVRON CORP NEW COM	101 80	106,893	118.34	124,257	2 6	4,200	3 38
925	DEVON ENERGY CORP NEW COM	62 46	57,778	51.88	47,989	1 0	814	1 70
825	EOG RES INC COM	93.70	77,301	131 68	108,636	2.3	619	0 57
2,700	HALLIBURTON CO COM	46 28	124,947	41 72	112,644	2 4	1,350	1 20
			366,919		393,526	8 3	6,983	1.77
FINANCIAL SERVICES								
1,375	AMERIPRISE FINL INC COM	54 49	74,923	80 88	111,210	2 3	2,860	2 57
325	BLACKROCK INC COM	173 30	56,322	256 85	83,476	1 8	2,184	2 62
1,900	EASTGROUP PPTY INC COM	42 82	81,351	56 27	106,913	2.3	4,028	3 77
3,200	FIDELITY NATIONAL FINANCIAL IN CL A	22 80	72,973	23 81	76,192	1.6	2,048	2.69
8,975	FIRST NIAGARA FINL GP INC COM	12.15	109,022	10 07	90,378	1 9	2,872	3.18
5,500	FIRSTMERIT CORP COM	12 45	68,453	20 03	110,165	2 3	3,520	3 20
4,700	HORACE MANN EDUCATORS CORP NEW COM	15 84	74,433	24 38	114,586	2 4	3,666	3 20
1,300	IBERIABANK CORP COM	57 41	74,627	53 61	69,693	1 5	1,768	2 54
2,925	MARSH & MCLENNAN COS INC COM	30.48	89,142	39 92	116,766	2.5	2,925	2 51

STATEMENT 13

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #3
Silvercrest Equity Income
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Equity	Annual Income	Yield (%)
1,700	MID-AMER APT CMNTYS INC COM	64 76	110,094	67 77	115,209	2.4	4,726	4.10
800	NORTHERN TR CORP COM	42 30	33,837	57 90	46,320	1 0	992	2 14
3,200	PACWEST BANCORP DEL COM	27 18	86,979	30.65	98,080	2 1	3,200	3.26
			932,157		1,138,988	24 0	34,789	3.05
HEALTH CARE								
1,200	BAXTER INTL INC COM	69 10	82,924	69 27	83,124	1 8	2,352	2.83
1,525	JOHNSON & JOHNSON COM	42 27	64,455	85 86	130,936	2 8	4,026	3.07
1,375	LANDAUER INC COM	56 37	77,511	48 31	66,426	1 4	3,025	4 55
2,150	MERCK & CO INC NEW COM	40 76	87,629	46 45	99,867	2.1	3,698	3 70
1,300	STRYKER CORP COM	58 38	75,891	64.68	84,084	1.8	1,378	1 64
1,325	WEST PHARMACEUTICAL SVSC INC COM	43 28	57,347	70 26	93,094	2 0	1,007	1 08
			445,757		557,533	11 8	15,486	2 78
MATERIALS & PROCESSING								
1,350	GREIF INC CL A	65 68	88,662	52 67	71,104	1 5	2,268	3 19
475	PPG INDS INC COM	87 91	41,756	146 41	69,545	1 5	1,159	1 67
2,400	SENSIENT TECHNOLOGIES CORP COM	36 63	87,908	40 47	97,128	2 0	2,208	2 27
2,450	SONOCO PRODS CO COM	33 61	82,348	34 57	84,696	1 8	3,038	3.59
			300,674		322,474	6.8	8,673	2 69
PRODUCER DURABLES								
950	ACCENTURE PLC IRELAND SHS CLASS A	55 62	52,838	71 96	68,362	1 4	1,539	2 25
3,025	DELUXE CORP COM	23 79	71,967	34 65	104,816	2 2	3,025	2 89
5,775	DOUGLAS DYNAMICS INC COM	14 86	85,827	12 98	74,959	1.6	4,793	6 39
1,300	EMERSON ELEC CO COM	53 66	69,757	54 54	70,902	1 5	2,132	3.01
4,550	GENERAL ELECTRIC CO COM	21 16	96,272	23 19	105,514	2 2	3,458	3 28
2,300	MINE SAFETY APPLIANCES CO COM	37 58	86,445	46.55	107,065	2 3	2,760	2.58
2,500	TAL INTL GROUP INC COM	33 10	82,758	43 57	108,925	2 3	6,600	6 06
925	UNITED PARCEL SERVICE INC CL B	79 08	73,153	86 48	79,994	1.7	2,294	2 87
			619,017		720,538	15 2	26,601	3.69

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #3
Silvercrest Equity Income
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Equity	Annual Income	Yield (%)
TECHNOLOGY								
3,900	E M C CORP MASS COM	24 97	97,382	23 62	92,118	1 9	1,560	1 69
3,350	INTEL CORP COM	19 72	66,063	24 23	81,170	1.7	3,015	3 71
3,800	MICROSOFT CORP COM	16 04	60,960	34 54	131,271	2.8	3,496	2 66
3,350	TEXAS INSTRS INC COM	26 85	89,953	34 85	116,747	2 5	3,752	3 21
			314,359		421,307	8 9	11,823	2 81
UTILITIES & TELECOMMUNICATIONS								
2,000	AMERICAN WTR WKS CO INC NEW COM	29 34	58,677	41 23	82,460	1 7	2,240	2 72
1,500	ATMOS ENERGY CORP COM	35 28	52,924	41 06	61,590	1.3	2,100	3 41
1,600	CLECO CORP NEW COM	43 93	70,288	46.43	74,288	1.6	2,320	3 12
2,600	PORTLAND GEN ELEC CO COM NEW	25 84	67,179	30 59	79,534	1 7	2,860	3 60
1,700	UIL HLDG CORP COM	31 75	53,973	38.25	65,025	1 4	2,938	4 52
2,400	VERIZON COMMUNICATIONS INC COM	30.67	73,608	50 34	120,816	2 5	4,944	4 09
			376,649		483,713	10 2	17,402	3.60
			3,860,894		4,740,708	100.0	137,147	2.89
TOTAL MANAGED EQUITY			3,860,894		4,740,708	100.0	137,147	2.89

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

CASH HOLDINGS REPORT
Horizon Foundation #4
Welch & Forbes
June 30, 2013

Security	Market Value	Yield (%)
CASH AND EQUIVALENTS		
CASH & EQUIVALENTS		
EQUITY DIVIDEND ACCRUAL ACCOUNT	2,669	0 00
SCHWAB US TREASURY MONEY FUND	15,022	0 01
	17,691	0.01
	17,691	0.01
TOTAL CASH	17,691	0 01

Footnote Yield indicates current yield on market value

STATEMENT 13

SILVERCREST
ASSET MANAGEMENT GROUP

FIXED INCOME HOLDINGS REPORT

Holdings by Maturity
Horizon Foundation #4
Welch & Forbes
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Fixed	Yield (%)	Moody
PREFERRED STOCK								
700	APACHE CORP PFD CONV SER D	55 20	38,641 65	47 74	33,418 00	14 7	6 28	
			38,641.65		33,418 00	14.7	6 28	
FIXED INCOME-ETF'S, CLOSED END								
500	VANGUARD BD INDEX FD INC INTERMED TERM	86 91	43,456 74	83 49	41,746.20	18 4	3.48	
800	ISHARES TR BARCLYS 1-3YR CR	104 26	83,410 78	105 03	84,024 00	37.0	1 64	
600	ISHARES TR IBOXX INV CPBD	113 76	68,258 28	113 65	68,190 00	30.0	4 16	
			195,125.80		193,960.20	85.3	2.92	
TOTAL MANAGED FIXED INCOME			233,767.45		227,378.20	100.0	3.42	

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #4
Welch & Forbes
June 30, 2013

QUANTITY	SECURITY	UNIT COST	TOTAL COST	PRICE	MARKET VALUE	PCT. EQUITY	ANNUAL INCOME	YIELD (%)
COMMON STOCK								
CONSUMER DISCRETIONARY & SERVICES								
1,800	CARMAX INC COM	31 22	56,198	46 16	83,088	1 9	0	0 00
2,500	CONSTANT CONTACT INC COM	21 15	52,878	16 07	40,175	0.9	0	0 00
500	COSTCO WHSL CORP NEW COM	80 92	40,458	110 57	55,285	1 3	620	1 12
1,200	HOME DEPOT INC COM	35 58	42,699	77 47	92,964	2 2	1,872	2 01
1,000	LIFE TIME FITNESS INC COM	51 24	51,239	50 11	50,110	1 2	0	0.00
1,200	MCDONALDS CORP COM	89 18	107,019	99 00	118,800	2 8	3,696	3 11
600	O REILLY AUTOMOTIVE INC NEW COM	64 53	38,717	112 62	67,572	1 6	0	0 00
2,000	TJX COS INC NEW COM	27 59	55,182	50.06	100,120	2 3	1,160	1 16
			444,391		608,114	14 2	7,348	1.21
CONSUMER STAPLES								
700	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	55 28	38,695	90 26	63,182	1 5	1,294	2 05
2,000	COCA COLA CO COM	34 30	68,596	40.11	80,220	1.9	2,240	2 79
1,500	CVS CAREMARK CORPORATION COM	53 50	80,250	57 18	85,770	2.0	1,350	1 57
600	LANCASTER COLONY CORP COM	62 62	37,573	77 99	46,794	1.1	960	2.05
600	PEPSICO INC COM	67 76	40,658	81.79	49,074	1.1	1,362	2 78
1,200	PROCTER & GAMBLE CO COM	60 44	72,524	76 99	92,388	2 2	2,887	3 13
			338,297		417,428	9.7	10,093	2 42
ENERGY								
800	APACHE CORP COM	96 52	77,212	83 83	67,064	1 6	640	0 95
1,500	CENOVUS ENERGY INC COM	34 90	52,344	28 52	42,780	1 0	1,381	3 23
3,000	NOBLE CORPORATION BAAR NAMEN -AKT	35 40	106,203	37 58	112,740	2 6	1,560	1 38
1,800	SCHLUMBERGER LTD COM	74.36	133,857	71 66	128,988	3 0	2,250	1 74
			369,615		351,572	8.2	5,831	1.66
FINANCIAL SERVICES								
1,000	AFLAC INC COM	43 55	43,555	58 12	58,120	1 4	1,400	2.41
1,350	JPMORGAN CHASE & CO COM	29 40	39,687	52 79	71,266	1.7	2,052	2 88
900	STATE STR CORP COM	43.01	38,705	65 21	58,689	1 4	936	1 59

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #4
Welch & Forbes
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Equity	Annual Income	Yield (%)
800	TORONTO DOMINION BK ONT COM NEW	78 50	62,803	80.37	64,296	1.5	2,500	3.89
700	VISA INC COM CL A	87 82	61,477	182 75	127,925	3 0	924	0 72
2,000	WELLS FARGO & CO NEW COM	28 65	57,292	41 27	82,540	1 9	2,400	2 91
			303,520		462,836	10.8	10,212	2.21
HEALTH CARE								
1,500	ALLERGAN INC COM	0 41	615	84 24	126,360	2 9	300	0.24
2,000	GILEAD SCIENCES INC COM	20 32	40,645	51 27	102,540	2.4	0	0.00
1,325	JOHNSON & JOHNSON COM	29.40	38,952	85 86	113,764	2 7	3,498	3 07
800	PERRIGO CO COM	109.40	87,523	121 00	96,800	2 3	288	0 30
1,000	STRYKER CORP COM	56 16	56,160	64.68	64,680	1 5	1,060	1 64
			223,896		504,144	11 8	5,146	1.02
MATERIALS & PROCESSING								
700	ECOLAB INC COM	54 94	38,458	85.19	59,633	1 4	644	1.08
800	PRAXAIR INC COM	108 66	86,926	115.16	92,128	2.1	1,920	2 08
			125,385		151,761	3.5	2,564	1.69
PRODUCER DURABLES								
1,200	AUTOMATIC DATA PROCESSING INC COM	57 14	68,571	68 86	82,632	1 9	2,088	2 53
1,400	DANAHER CORP DEL COM	51 50	72,102	63 30	88,620	2 1	140	0.16
2,000	EXPEDITORS INTL WASH INC COM	43 12	86,248	38 04	76,080	1 8	1,200	1 58
4,500	GENERAL ELECTRIC CO COM	21 65	97,405	23.19	104,355	2 4	3,420	3 28
500	METTLER TOLEDO INTERNATIONAL COM	165 21	82,603	201 20	100,600	2 3	0	0 00
700	STERICYCLE INC COM	86 17	60,322	110 43	77,301	1 8	0	0 00
3,000	TRIMBLE NAVIGATION LTD COM	20 95	62,854	25 99	77,970	1 8	0	0 00
1,000	UNITED TECHNOLOGIES CORP COM	80 53	80,531	92 94	92,940	2.2	2,140	2 30
			610,636		700,498	16.3	8,988	1.28
TECHNOLOGY								
1,100	ANSYS INC COM	56 71	62,385	73.10	80,410	1 9	0	0 00

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #4
Welch & Forbes
June 30, 2013

QUANTITY	SECURITY	UNIT COST	TOTAL COST	PRICE	MARKET VALUE	PCT. EQUITY	ANNUAL INCOME	YIELD (%)
400	APPLE INC COM	62 04	24,816	396 53	158,612	3 7	4,880	3 08
900	CHECK POINT SOFTWARE TECH LTD ORD	55 56	50,002	49 68	44,712	1 0	0	0 00
1,400	E M C CORP MASS COM	26.18	36,657	23 62	33,068	0 8	560	1 69
90	GOOGLE INC CL A	545 69	49,112	880 37	79,233	1 8	0	0 00
2,675	MICROSOFT CORP COM	12 27	32,817	34 54	92,408	2 2	2,461	2 66
1,200	ORACLE CORP COM	32 26	38,706	30 71	36,852	0 9	576	1 56
1,500	QUALCOMM INC COM	55.63	83,438	61 09	91,635	2 1	2,100	2.29
1,800	TERADATA CORP DEL COM	54 83	98,700	50 23	90,414	2 1	0	0.00
			476,633		707,344	16.5	10,577	1.50
UTILITIES & TELECOMMUNICATIONS								
2,500	VERIZON COMMUNICATIONS INC COM	30 84	77,111	50 34	125,850	2 9	5,150	4 09
			2,969,485		4,029,548	94.0	65,910	1.64
EQUITY-ETF'S, CLOSED END								
U S. MID CAP EQUITY								
3,600	KAYNE ANDERSON MLP INVSMNT CO COM	29 92	107,725	38 89	140,004	3.3	8,352	5 97
OTHER								
5,000	FIRST TR EXCHANGE TRADED FD IV NO AMER ENERGY	21 60	107,980	23.18	115,900	2.7	3,080	2 66
			215,705		255,904	6.0	11,432	4.47
TOTAL MANAGED EQUITY			3,185,190		4,285,452	100.0	77,342	1.80

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

CASH HOLDINGS REPORT
Horizon Foundation #5
H.M. Payson & Company
June 30, 2013

SECURITY	MARKET VALUE	YIELD (%)
CASH AND EQUIVALENTS		
CASH & EQUIVALENTS		
EQUITY DIVIDEND ACCRUAL ACCOUNT	6,627	0.00
SCHWAB US TREASURY MONEY FUND	120,291	0.01
	126,918	0.01
	126,918	0.01
TOTAL CASH	126,918	0.01

Footnote Yield indicates current yield on market value

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #5
H.M. Payson & Company
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Equity	Annual Income	Yield (%)
COMMON STOCK								
CONSUMER DISCRETIONARY & SERVICES								
2,266	COACH INC COM	48 94	110,887	57 09	129,366	2 9	3,059	2.36
2,000	KOHLS CORP COM	48 46	96,916	50 51	101,020	2 2	2,800	2 77
1,200	MCDONALDS CORP COM	88 97	106,768	99 00	118,800	2 6	3,696	3 11
2,647	WEIGHT WATCHERS INTL INC NEW COM	54 52	144,301	46 00	121,762	2 7	1,853	1.52
3,713	WILEY JOHN & SONS INC CL A	37 87	140,611	40 09	148,854	3 3	3,713	2.49
			599,484		619,802	13 7	15,121	2.44
CONSUMER STAPLES								
1,473	PEPSICO INC COM	62 89	92,641	81 79	120,477	2 7	3,344	2 78
1,537	PROCTER & GAMBLE CO COM	59 95	92,138	76.99	118,334	2.6	3,698	3 13
			184,779		238,810	5.3	7,042	2.95
ENERGY								
2,622	BP PLC SPONSORED ADR	41 74	109,455	41 74	109,442	2.4	5,664	5.17
2,000	CONOCOPHILLIPS COM	52 95	105,907	60 50	121,000	2.7	5,280	4 36
4,730	PEABODY ENERGY CORP COM	25.02	118,359	14 64	69,247	1 5	1,608	2 32
3,328	WILLIAMS COS INC DEL COM	23 69	78,842	32 47	108,060	2.4	4,692	4.34
			412,563		407,750	9.0	17,244	4.23
FINANCIAL SERVICES								
2,648	AFLAC INC COM	45 66	120,918	58 12	153,902	3 4	3,707	2.41
3,256	AMERICAN INTL GROUP INC COM NEW	32 51	105,853	44 70	145,543	3.2	0	0.00
7,858	BANK OF AMERICA CORPORATION COM	8 03	63,123	12 86	101,054	2 2	314	0 31
1,500	BERKSHIRE HATHAWAY INC DEL CL B NEW	57 92	86,881	111 92	167,880	3 7	0	0 00
1,600	TRAVELERS COMPANIES INC COM	68 23	109,161	79.92	127,872	2 8	3,200	2 50
			485,936		696,251	15.4	7,222	1.04
HEALTH CARE								
3,612	ABBOTT LABS COM	28 99	104,700	34 88	125,987	2 8	2,023	1.61

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #5
H.M. Payson & Company
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Equity	Annual Income	Yield (%)
1,708	BAXTER INTL INC COM	69 97	119,515	69 27	118,313	2.6	3,348	2 83
1,350	JOHNSON & JOHNSON COM	29 11	39,301	85 86	115,911	2 6	3,564	3 07
2,343	SANOFI SPONSORED ADR	37 57	88,024	51.51	120,688	2.7	2,940	2 44
3,000	TEVA PHARMACEUTICAL INDS LTD ADR	38 51	115,530	39 20	117,600	2.6	2,837	2.41
			467,070		598,499	13 2	14,712	2.46
PRODUCER DURABLES								
5,032	FLIR SYS INC COM	24 90	125,302	26 97	135,713	3 0	1,812	1 33
2,000	GENERAL DYNAMICS CORP COM	69.55	139,091	78 33	156,660	3 5	4,480	2 86
1,737	JOY GLOBAL INC COM	57 82	100,437	48 53	84,297	1 9	1,216	1.44
1,400	PARKER HANNIFIN CORP COM	84 35	118,083	95 40	133,560	3 0	2,520	1 89
5,500	SPIRIT AEROSYSTEMS HLDGS INC COM CL A	19 03	104,645	21 48	118,140	2 6	0	0.00
16,532	XEROX CORP COM	7 84	129,539	9 07	149,945	3 3	3,802	2 54
			717,098		778,315	17.2	13,830	1 78
TECHNOLOGY								
375	APPLE INC COM	177 16	66,435	396 53	148,699	3 3	4,575	3 08
5,000	CISCO SYS INC COM	21 21	106,067	24 33	121,675	2.7	3,400	2.79
3,000	HARRIS CORP DEL COM	44 23	132,689	49 25	147,750	3 3	4,440	3 01
5,500	INTEL CORP COM	20.43	112,381	24 23	133,265	2 9	4,950	3.71
585	INTERNATIONAL BUSINESS MACHS COM	205 40	120,162	191 11	111,799	2 5	2,223	1 99
4,430	MICROSOFT CORP COM	17 55	77,758	34 54	153,034	3.4	4,076	2.66
2,700	ORACLE CORP COM	32.45	87,622	30 71	82,917	1 8	1,296	1 56
			703,113		899,139	19.9	24,960	2.78
UTILITIES & TELECOMMUNICATIONS								
3,422	VODAFONE GROUP PLC NEW SPONS ADR NEW	26.43	90,444	28 74	98,365	2.2	5,259	5 35
			3,660,487		4,336,931	95.9	105,388	2.43

STATEMENT 13

HORIZON FOUNDATION, INC.
EIN: 23-2867116

SILVERCREST
ASSET MANAGEMENT GROUP

EQUITY HOLDINGS REPORT
Horizon Foundation #5
H.M. Payson & Company
June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Equity	Annual Income	Yield (%)
EQUITY-ETF'S, CLOSED END								
INTERNATIONAL EMERGING MARKETS								
4,811	VANGUARD INTL EQUITY INDEX FD MSCI EMR MKT ETF	46 21	222,297	38 79	186,643	4 1	7,404	3 97
			222,297		186,643	4.1	7,404	3 97
TOTAL MANAGED EQUITY			3,882,783		4,523,574	100.0	112,793	2.49

STATEMENT 13

How to Apply

1. The first step in seeking a grant from Horizon Foundation is to submit a Letter of Inquiry. Please follow the format given on the link below. We have two grant cycles per year, with Letters of Inquiry due in January and July. Please see the Calendar / Deadlines page below for details.

2. We will respond to the inquiries with either rejections or invitations to submit full proposals within 3 to 4 weeks after the Letter of Inquiry deadline.

3. Full proposals from invited organizations will be due in early April or October.

4. Site visits will generally be conducted following submission of proposals.

5. Grant decisions will be made by Horizon trustees in May and November, and letters will be mailed by June 1 or December 1 informing applicants of final decisions.

6. Contracts for approved grant proposals must be signed by the appropriate organization representative and promptly returned to Horizon.

7. Grant funds are mailed once signed grant contracts have been received and approved by Horizon.

8. Final reports are generally due from grantees one year after receiving funding.

Initial Contact: Letter of Inquiry

No unsolicited proposals will be considered. However, interested organizations may submit a **ONE-PAGE** Letter of Inquiry for the Foundation to consider. We **will not accept faxed** or **emailed** letters of inquiry, or inquiries that **arrive after the application deadline.** In the letter, the Executive Director of the organization should provide:

- the organization's mission
- the purpose for which you seek funding
- the amount of money you seek from Horizon Foundation and the period of time over which you seek it
- the other sources of financing you already have or intend to explore
- in which county or counties where Horizon provides funding will the project will take place
- contact information, **including email address** and website. *We will respond to your inquiry via email and require a current address to do so.*
- If you have received funding from Horizon in the past, please indicate the date of the most recent grant.

For the spring 2014 cycle, Letters of Inquiry must be received at our office no later than January 15, 2014 to be considered. The Foundation will invite qualified organizations to submit proposals in mid-February. Full proposals must then be received no later than April 1, 2014.

For the fall 2014 cycle, Letters of Inquiry must be received at our office no later than July 15, 2014 to be considered. The Foundation will invite qualified organizations to submit proposals in mid-August. Full proposals must then be received no later than October 1, 2014.

Full Proposal Guidelines

Cover Sheet

Full proposals must include a **one-page**, single-sided, double-spaced cover sheet with the following information:

1. Organization name, address, telephone & fax numbers and, if applicable, website
2. A copy of your IRS 501(c)3 determination letter or a letter from your fiscal sponsor
3. Name, title, email address and telephone number of the contact person
4. Purpose of your organization (include mission statement)
5. Brief title of proposed project
6. Brief one-paragraph summary of the purpose of the requested grant
7. Amount requested and period of time over which you seek it
8. If applicable, name of Horizon trustee or staff member with whom you discussed your proposal.

Project Description

Following the cover sheet, submit a complete project description, on a **maximum of FOUR PAGES single-sided, double-spaced**. The project description must include the following information:

- the need and planned response to the stated need
- expected accomplishments, and in-depth description of how they will be attained
- who will lead your efforts, including their experience as educators
- a detailed explanation of how you will document and evaluate the effectiveness of your project

Budget and Financial Information

On separate pages, please include the following information:

- a detailed project budget showing how the grant funds will be spent
- an overall organizational budget, if different from project budget
- your organization's most recent audited financial statement
- a list of other sources of grant and gift funding for the past two years
- whether any challenge matches might apply to this project

- a list of other foundations and corporations from whom you are soliciting grant funding for this project
- a list of your organization's Board of Directors or Trustees

Please note: Horizon Foundation will not accept faxed or emailed proposals, or proposals that arrive after the deadline.

Expectations of Horizon Grant Recipients

The Foundation requires single year grant recipients to submit a written report evaluating how the funds were used one year after receiving the grant. Multi-year grant recipients must submit a written report nine months from date of funding. The format of these reports will be included in the grant contract.

We may contact you about scheduling a follow-up site visit within six months of the awards receipt.

Grant recipients must wait at least seven months from the end of initial funding period before submitting another Letter of Inquiry. For example, if your organization received a one-year grant in June 2012, you could next submit a letter of inquiry in January 2014. December 2012 grantees must wait until July 2014.

Calendar/Deadlines

For the spring 2014 cycle, Letters of Inquiry must be received at our office no later than January 15, 2014 to be considered. The Foundation will invite qualified organizations to submit proposals in mid-February. Full proposals must then be received no later than April 1, 2014.

For the fall 2014 cycle, Letters of Inquiry must be received at our office no later than July 15, 2014 to be considered. The Foundation will invite qualified organizations to submit proposals in mid-August. Full proposals must then be received no later than October 1, 2014.