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 08-01-2012 , and ending 07-31-2013

Name of foundation
ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

A Employer identification number
02-6004800

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 477

B Telephone number (see instructions)
(603) 229-5990

City or town, state, and ZIP code
CONCORD, NH 033020477

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,257,776

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	53,826	53,826		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	54,875			
	b	Gross sales price for all assets on line 6a 694,205				
	7	Capital gain net income (from Part IV, line 2)		54,875		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,786			
	12	**Total.** Add lines 1 through 11	110,487	108,701		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	22,432	22,432		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	575	575	0	0
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	514	514		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	276	276		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,797	23,797	0	0
	25	Contributions, gifts, grants paid	108,984			108,984
	26	**Total expenses and disbursements.** Add lines 24 and 25	132,781	23,797	0	108,984
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-22,294			
	b	**Net investment income** (if negative, enter -0-)		84,904		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (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	50,672	44,119	44,119
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	418,963	500,924	493,238
	b Investments—corporate stock (attach schedule)	1,106,183	976,624	1,295,975
	c Investments—corporate bonds (attach schedule)	390,016	421,872	424,444
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			0
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,965,834	1,943,539	2,257,776
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
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	1,965,834	1,943,539	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,965,834	1,943,539	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,965,834	1,943,539	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,965,834
2	Enter amount from Part I, line 27a	2	-22,294
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,943,540
5	Decreases not included in line 2 (itemize) ▶	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,943,539

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	See Additional Data Table			
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	54,875
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	91,344	2,089,857	0 043708
2010	96,928	2,132,527	0 045452
2009	100,455	2,031,914	0 049439
2008	93,673	1,892,829	0 049488
2007	119,295	2,412,269	0 049453

2	**Total** of line 1, column (d).	2	0 23754
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 047508
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,176,112
5	Multiply line 4 by line 3.	5	103,383
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	849
7	Add lines 5 and 6.	7	104,232
8	Enter qualifying distributions from Part XII, line 4.	8	108,984

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	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	0
3	Add lines 1 and 2		3	849
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	849
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a: 624		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c: 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	624
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	225
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** ▶ 0	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶TD Bank NA Telephone no ▶(603) 229-5990

Located at ▶143 NORTH MAIN STREET CONCORD NH ZIP +4 ▶03301

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		No

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ 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 page 20 of the instructions)?	1b		
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**		
	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**		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**		

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
TD Bank NA PO Box 477 Concord, NH 033020477	Trustee 1	22,432		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,161,717
b	Average of monthly cash balances		1b	47,534
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	2,209,251
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	2,209,251
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	33,139
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,176,112
6	**Minimum investment return.** Enter 5% of line 5		6	108,806

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	108,806
2a	Tax on investment income for 2012 from Part VI, line 5	2a 849		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	849
3	Distributable amount before adjustments Subtract line 2c from line 1		3	107,957
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	107,957
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	107,957

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	108,984
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	108,984
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	849
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	108,135

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					107,957
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	0				
b From 2008.	0				
c From 2009.	689				
d From 2010.	0				
e From 2011.	0				
f **Total** of lines 3a through e.		689			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 108,984					
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.					107,957
e Remaining amount distributed out of corpus		1,027			
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		1,716			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,716			
10 Analysis of line 9					
a Excess from 2008. . . .	0				
b Excess from 2009. . . .	689				
c Excess from 2010. . . .	0				
d Excess from 2011. . . .	0				
e Excess from 2012. . . .	1,027				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				108,984
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	53,826	
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	54,875	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a 990PF REFUND			1	1,786	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				110,487	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 110,487

(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)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-08-20	******
Signature of officer or trustee	Date	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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
21 ENGILITY HOLDINGS INC		2011-03-02	2012-08-03
50 GILEAD SCIENCES INC		2012-05-29	2012-08-03
20 GILEAD SCIENCES INC		2011-06-02	2012-08-03
20000 CONOCOPHILLIPS 4 750% 02/01/2014 DTD 02/03/09		2011-12-08	2012-08-21
60 DIAGEO PLC ADR		2009-07-07	2012-08-22
70 HOME DEPOT INC		2010-11-19	2012-08-22
130 L-3 COMMUNICATIONS HLDGS INC COM		2011-03-02	2012-08-22
20000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2011-06-28	2012-08-24
25000 HEWLETT PACKARD CO 4 750% 06/02/2014 DTD 02/26/09		2010-12-15	2012-09-05
25000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-12	2012-09-05
10000 GE COMPANY 5 00% 02/01/2013 DTD 1/28/2003		2008-05-15	2012-09-07
30 ABBOTT LABORATORIES		2012-05-29	2012-09-13
40 COLGATE PALMOLIVE		2012-05-29	2012-09-13
30 ECOLAB INC		2010-05-05	2012-09-13
40 ECOLAB INC		2012-05-10	2012-09-13
50 MERCK & CO INC NEW COM		2012-05-29	2012-09-13
30 NEXTERA ENERGY INC COM		2012-05-10	2012-09-13
50 VERIZON COMMUNICATIONS		2012-06-15	2012-09-13
666 ENGILITY HOLDINGS INC		2011-01-24	2012-09-14
150 ARCHER DANIELS MID		2011-03-03	2012-10-15
173 KRAFT FOODS GROUP INC		2012-08-22	2012-10-15
130 UNITED PARCEL SVC INC CL B		2012-01-09	2012-10-15
333 KRAFT FOODS GROUP INC		2012-07-09	2012-10-22
5000 BERKSHIRE HATHAWAY 5 40% 5/15/2018 DTD 11/15/2008		2011-03-30	2012-10-26
10000 COCA COLA CO 1 500% 11/15/2015 DTD 11/15/10		2010-12-15	2012-10-26
629 151 FIDELITY SPARTAN HIGH INCOME		2010-11-19	2012-10-26
5000 JPMORGAN CHASE & 6 00% 01/15/2018 DTD 12/20/07		2009-09-21	2012-10-26
10000 WACHOVIA CORP 5 750% 02/01/2018 DTD 01/31/08		2011-10-25	2012-10-26
5000 WAL-MART STORES 4 55% 5/1/2013 DTD 4/29/2003		2012-09-10	2012-10-29
20 ABBOTT LABORATORIES		2012-05-29	2012-12-03

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
110 ABBOTT LABORATORIES		2010-05-27	2012-12-03
50 WALT DISNEY CO		2012-01-09	2012-12-03
60 GILEAD SCIENCES INC		2011-06-02	2012-12-03
30 INTERNATIONAL BUSINESS MACHINES		2011-04-26	2012-12-03
110 MICROSOFT CORP		2006-10-09	2012-12-03
130 MICROSOFT CORP		2011-07-26	2012-12-03
230 ABBVIE INC		2010-11-19	2013-01-15
60 WALT DISNEY CO		2010-12-16	2013-02-04
20 WALT DISNEY CO		2012-01-09	2013-02-04
70 HOME DEPOT INC		2010-11-19	2013-02-04
10000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2010-03-01	2013-02-22
10000 ONTARIO PROVINCE 2 950% 02/05/2015 DTD 02/05/10		2011-04-25	2013-02-22
20 CELGENE CORP		2011-11-03	2013-03-19
10 CELGENE CORP		2012-04-12	2013-03-19
20 COLGATE PALMOLIVE		2012-04-12	2013-03-19
60 COLGATE PALMOLIVE		2010-11-19	2013-03-19
100 GILEAD SCIENCES INC		2011-05-06	2013-03-19
30 HOME DEPOT INC		2008-09-09	2013-03-19
15000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2011-08-24	2013-04-02
520 MONDELEZ INTERNATIONAL INC		2012-08-22	2013-05-20
110 WELLPOINT INC COM		2012-06-15	2013-05-20
60 ABBOTT LABORATORIES		2013-01-15	2013-06-21
444 053 INVESCO INTERNATIONAL GROWTH FUND INSTITUTIONAL CLASS		2010-11-19	2013-06-21
40 AMERICAN EXPRESS CO		2009-05-19	2013-06-21
60 ARCHER DANIELS MID		2011-03-02	2013-06-21
30 BED BATH & BEYOND INC		2012-06-15	2013-06-21
30 BERKSHIRE HATHAWAY INC DEL CL B NEW		2013-03-19	2013-06-21
20 BOEING CO		2013-05-20	2013-06-21
50 BROADCOM CORP COM		2012-03-26	2013-06-21
30 CAPITAL ONE FINANCIAL CORP		2011-07-14	2013-06-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
20 CELGENE CORP		2011-11-03	2013-06-21
30 CHEVRONTEXACO CORP		2010-11-19	2013-06-21
130 CISCO SYSTEMS INC		2010-08-24	2013-06-21
60 COCA COLA CO		2012-05-10	2013-06-21
30 COGNIZANT TECHNLGY SLTNS COR		2012-12-03	2013-06-21
30 COLGATE PALMOLIVE		2010-11-19	2013-06-21
70 COMCAST CORP NEW CL A		2012-12-03	2013-06-21
30 CONOCOPHILLIPS		2012-09-13	2013-06-21
50 DANAHER CORP		2011-04-26	2013-06-21
10 DIAGEO PLC ADR		2009-07-07	2013-06-21
50 WALT DISNEY CO		2010-12-16	2013-06-21
100 E M C CORP MASS		2010-11-19	2013-06-21
20 ECOLAB INC		2010-05-05	2013-06-21
40 EXXON MOBIL CORP		2008-07-29	2013-06-21
6276 692 FIDELITY SPARTAN HIGH INCOME		2011-10-26	2013-06-21
60 FREEPORT-MCMORAN COPPER & GOCL B		2012-02-06	2013-06-21
60 GILEAD SCIENCES INC		2011-04-26	2013-06-21
165 307 HARBOR INTERNATIONAL FUND		2010-11-19	2013-06-21
50 HOME DEPOT INC		2008-09-09	2013-06-21
30 ILLINOIS TOOL WKS INC		2008-09-09	2013-06-21
20 ILLINOIS TOOL WKS INC		2012-01-24	2013-06-21
10 INTERNATIONAL BUSINESS MACHINES		2011-04-25	2013-06-21
50 J P MORGAN CHASE & CO		2008-05-12	2013-06-21
10 JOHNSON & JOHNSON		2010-11-19	2013-06-21
30 JOHNSON & JOHNSON		2012-05-29	2013-06-21
70 MERCK & CO INC NEW COM		2012-05-29	2013-06-21
90 MICROSOFT CORP		2013-05-20	2013-06-21
40 NEXTERA ENERGY INC COM		2012-05-10	2013-06-21
90 ORACLE CORP		2013-05-20	2013-06-21
10 PNC FINANCIAL CORP		2011-12-16	2013-06-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
70 PFIZER INC		2012-12-03	2013-06-21
10 PRECISION CASTPARTS CORP		2012-10-15	2013-06-21
40 QUALCOMM, INC		2012-09-13	2013-06-21
530 SPDR GOLD TRUST		2010-11-19	2013-06-21
80 SPDR GOLD TRUST		2011-10-04	2013-06-21
60 SPECTRA ENERGY CORP		2012-01-09	2013-06-21
30 STARBUCKS CORP		2011-09-08	2013-06-21
30 TJX CO		2013-02-04	2013-06-21
30 3M CO		2012-08-22	2013-06-21
80 US BANCORP DEL NEW		2008-05-12	2013-06-21
20 UNION PACIFIC CORP		2012-02-06	2013-06-21
20 VERIZON COMMUNICATIONS		2010-08-24	2013-06-21
40 VERIZON COMMUNICATIONS		2012-06-15	2013-06-21
70 WALGREEN CO		2013-03-19	2013-06-21
70 WELLS FARGO & COMPANY COM NEW		2010-11-19	2013-06-21
20 YUM BRANDS INC		2013-03-19	2013-06-21
30 ACE LTD		2010-11-19	2013-06-21
50 TRANSOCEAN LTD ZUG NAMEN AKT		2012-08-22	2013-06-21
50 CHECK POINT SOFTWARE TECHNOLOGIES LTD		2011-07-26	2013-06-21
60 BROADCOM CORP COM		2012-09-13	2013-06-27
260 BROADCOM CORP COM		2012-03-26	2013-06-27
105 DIAGEO PLC ADR		2009-07-07	2013-06-27
4324 442 VANGUARD SHORT-TERM FED-ADM #549		2013-06-25	2013-07-29

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
325		390	-65
2,905		2,546	359
1,162		827	335
21,165		21,705	-540
6,380		4,128	2,252
3,967		2,181	1,786
9,044		9,712	-668
21,961		19,616	2,345
26,342		27,282	-940
25,720		26,307	-587
10,179		10,296	-117
2,038		1,859	179
4,150		3,943	207
1,937		1,459	478
2,583		2,595	-12
2,201		1,893	308
2,029		1,950	79
2,257		2,194	63
10		12	-2
4,211		5,555	-1,344
8,172		7,193	979
9,429		9,522	-93
16		14	2
6,062		5,528	534
10,118		9,556	562
5,851		5,650	201
5,949		5,422	527
12,054		11,354	700
5,105		5,136	-31
1,291		1,239	52

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
7,101		5,243	1,858
2,480		1,996	484
4,521		2,476	2,045
5,685		5,042	643
2,921		3,051	-130
3,452		3,642	-190
7,846		5,693	2,153
3,261		2,223	1,038
1,087		798	289
4,688		2,096	2,592
10,447		11,112	-665
10,479		10,436	43
2,234		1,288	946
1,117		790	327
2,247		1,945	302
6,740		4,793	1,947
4,474		1,994	2,480
2,086		884	1,202
15,597		16,652	-1,055
16,030		13,332	2,698
8,550		7,773	777
2,143		1,997	146
13,029		12,291	738
2,944		993	1,951
1,993		2,213	-220
2,102		2,198	-96
3,375		3,070	305
1,998		1,980	18
1,665		1,932	-267
1,846		1,478	368

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,288		1,288	1,000
3,577		2,506	1,071
3,185		2,943	242
2,390		2,325	65
1,866		2,037	-171
1,709		1,096	613
2,780		2,581	199
1,811		1,698	113
3,109		2,671	438
1,138		576	562
3,149		1,851	1,298
2,433		1,719	714
1,681		972	709
3,596		3,234	362
57,746		56,160	1,586
1,693		2,777	-1,084
2,950		1,186	1,764
10,254		9,918	336
3,706		1,473	2,233
2,072		1,451	621
1,381		1,030	351
1,962		1,679	283
2,612		2,363	249
840		638	202
2,520		1,875	645
3,303		2,596	707
2,997		3,145	-148
3,135		2,600	535
2,713		3,094	-381
720		554	166

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,000		1,764	236
2,121		1,654	467
2,426		2,512	-86
66,244		69,997	-3,753
9,999		12,453	-2,454
2,023		1,828	195
1,941		1,170	771
1,487		1,364	123
3,291		2,783	508
2,850		2,734	116
3,058		2,313	745
993		592	401
1,985		1,756	229
3,414		3,157	257
2,876		1,894	982
1,383		1,390	-7
2,596		1,812	784
2,404		2,440	-36
2,465		2,947	-482
2,020		2,151	-131
8,752		10,006	-1,254
12,085		6,047	6,038
46,272		46,055	217

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-65
			359
			335
			-540
			2,252
			1,786
			-668
			2,345
			-940
			-587
			-117
			179
			207
			478
			-12
			308
			79
			63
			-2
			-1,344
			979
			-93
			2
			534
			562
			201
			527
			700
			-31
			52

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,858
			484
			2,045
			643
			-130
			-190
			2,153
			1,038
			289
			2,592
			-665
			43
			946
			327
			302
			1,947
			2,480
			1,202
			-1,055
			2,698
			777
			146
			738
			1,951
			-220
			-96
			305
			18
			-267
			368

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,000
			1,071
			242
			65
			-171
			613
			199
			113
			438
			562
			1,298
			714
			709
			362
			1,586
			-1,084
			1,764
			336
			2,233
			621
			351
			283
			249
			202
			645
			707
			-148
			535
			-381
			166

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			236
			467
			-86
			-3,753
			-2,454
			195
			771
			123
			508
			116
			745
			401
			229
			257
			982
			-7
			784
			-36
			-482
			-131
			-1,254
			6,038
			217

Form 990PF Part XV Line 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*				
PRESIDENTIAL OAKS ATTN DIRECTOR OF FINANCE 200 PLEASANT STREET CONCORD, NH 03301	NONE	501(C)(3)	DAILY OPERATIONS	13,623
SPAULDING YOUTH CENTER 130 SHEDD ROAD NORTHFIELD, NH 032764607	NONE	501(C)(3)	DAILY OPERATIONS	13,623
THE CENTENNIAL SENIOR CENTER ATTN PAIGE J AMICK CONCORD, NH 03302	NONE	501(C)(3)	DAILY OPERATIONS	13,623
UNITARIAN-UNIVERSALIST ASSOC ATTN RICHARD CROWELL BOSTON, MA 02108	NONE	CHURCH	DAILY OPERATIONS	27,246
CONCORD HOSPITAL RICHARD FORD C/O ACCOUNTING DEPT CONCORD, NH 03301	NONE	501(C)(3)	DAILY OPERATIONS	27,246
NORTHERN NEW ENGLAND DISTRICT OF THE UUA CONCORD, NH 03301	NONE	501(C)(3)	DAILY OPERATIONS	13,623
Total . . . . ▶ **3a**				108,984

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491233007053

TY 2012 Accounting Fees Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	575	575		

TY 2012 Investments Corporate Bonds Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10000 AT&T INC 4.45%	10,170	10,788
20000 ANHEUSER-BUSCH 1.375%	20,081	19,835
20000 BNK OF NOVA SCOTIA 2.375	20,609	20,151
20000 BERKSHIRE HATHAWAY 5.40%	22,326	23,201
20000 CATERPILLAR FINL SE 2.05	20,561	20,584
10000 CISCO SYSTEMS INC 4.950%	10,927	11,463
20000 COCA COLA CO 1.5000%	19,444	20,425
10000 COMCAST CORP 2.85%	9,977	9,494
20000 GEN ELEC CAP CORP 5.625%	21,795	22,753
5000 GEN ELEC CAP CORP 1.625%	5,091	5,070
20000 JPMORGAN CHASE & 6.00%	21,969	22,998
25000 ONTARIO PROVINCE OF 1.65	24,685	23,935
20000 ONTARIO PROVINCE 2.950%	20,872	20,741
10000 PFIZER INC NOTES 5.35%	11,207	10,745
10000 PROVINCE OF QUEBEC 2.750	10,132	9,739
10000 SBC COMMUNICATIONS 5.10%	10,875	10,502
10000 TOYOTA MOTOR CREDIT 2.00	10,389	10,288
20000 WACHOVIA CORP 5.75%	22,789	23,148
20000 WAL-MART STORES INC 1.50	20,533	20,428
4830.148 FIDELITY HIGH INCOME	44,969	44,969
2387.120 VANGUARD INFLTN PRTCT	62,471	63,187

TY 2012 Investments Corporate Stock Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
210 BED BATH & BEYOND INC	13,211	16,059
400 COMCAST CORP NEW CL A	13,002	18,032
330 WALT DISNEY CO	10,366	21,335
285 HOME DEPOT INC	8,393	22,524
170 STARBUCKS CORP	6,628	12,119
170 TJX COMPANIES INC	7,728	8,847
150 YUM BRANDS INC	6,385	10,938
410 ARCHER DANIELS MIDLAND CO	13,703	14,953
500 COCA COLA CO	19,232	20,040
210 COLGATE PALMOLIVE CO	6,551	12,573
450 WALGREEN CO	17,157	22,613
390 TRANSOCEAN LTD ZUG	18,077	18,392
220 CHEVRON CORPORATION	16,550	25,178
210 CONOCOPHILLIPS	11,514	13,621
260 EXXON MOBIL CORP	19,185	24,375
450 SPECTRA ENERGY CORP	13,417	16,196
190 ACE LTD	8,569	17,362
250 AMERICAN EXPRESS CO	6,207	18,443
180 BERKSHIRE HATHAWAY INC DEL	14,608	20,857
220 CAPITAL ONE FINANCIAL CORP	10,703	15,184
350 J P MORGAN CHASE & CO	15,946	19,506
120 PNC BANK CORP	6,647	9,126
580 US BANCORP DEL NEW	13,310	21,646
480 WELLS FARGO & CO NEW	7,201	20,880
400 ABBOTT LABS CO	10,907	14,652
150 CELGENE CORP	9,660	22,029
440 GILEAD SCIENCES INC	8,628	27,016
250 JOHNSON & JOHNSON CO	14,318	23,375
440 MERCK & CO INC NEW COM	15,811	21,195
440 PFIZER	11,088	12,861

Name of Stock	End of Year Book Value	End of Year Fair Market Value
180 BOEING CO	17,824	18,918
340 DANAHER CORP SHS BEN	17,965	22,896
310 ILLINOIS TOOL WKS INC	14,832	22,332
50 PRECISION CASTPARTS CORP	8,271	11,086
200 3M CO	13,952	23,486
80 UNION PACIFIC CORP	8,099	12,687
340 CHECK POINT SOFTWARE TECH	18,864	19,149
60 APPLE COMPUTER INC	23,694	27,152
825 CISCO SYSTEMS INC	13,793	21,112
160 COGNIZANT TECHNOLOGY SOLUT	10,866	11,582
670 EMC CORPORATION/MASS	6,868	17,521
90 INTL BUSINESS MACHINES CORP	14,964	17,554
610 MICROSOFT CORPORATION	16,340	19,422
600 ORACLE CORPORATION	18,220	19,410
310 QUALCOMM INCORPORATED	15,667	20,014
180 ECOLAB INC	8,698	16,585
410 FREEPORT-MCMORAN COOPER	17,897	11,595
370 VERIZON COMMUNICATIONS	10,736	18,308
240 NEXTERA ENERGY INC	14,423	20,786
3780.749 INVESCO INTERNATIONAL	104,651	117,808
1184.014 BUFFALO SMALL CAP FD	30,708	42,506
1785.961 HARBOR INTERNATIONAL	107,158	117,284
1543.019 HARTFORD MUT FDS INC	36,110	42,248
1650.991 PERKINS MID CAP VALUE	36,928	41,357
1656.612 ROYCE SPECIAL EQUITY	34,394	41,250

TY 2012 Investments Government Obligations Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

US Government Securities - End of Year Book Value: 500,924

US Government Securities - End of Year Fair Market Value: 493,238

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

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

TY 2012 Other Decreases Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Description	Amount
ROUNDING ADJUSTMENT	1

TY 2012 Other Expenses Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE/PROBATE FEES	138	138		0
OTHER NON-ALLOCABLE EXPENSE -	138	138		0

TY 2012 Other Income Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
990PF REFUND	1,786	0	

TY 2012 Taxes Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	281	281		0
FOREIGN TAXES ON NONQUALIFIED	233	233		0