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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning **11/01/12**, and ending **10/31/13**

Name of foundation HORACE A. & S. ELLA KIMBALL FOUNDATION		A Employer identification number 05-6006130
End of year (or P O box number if mail is not delivered to street address) 23 BROAD STREET		B Telephone number (see instructions)
City or town, state, and ZIP code WESTERLY RI 02891		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,291,649	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	238	238		
	4 Dividends and interest from securities	312,353	312,353		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	138,356			
	b Gross sales price for all assets on line 6a	2,046,231			
	7 Capital gain net income (from Part IV, line 2)		138,356		
	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) Stmt 1	93,060	6,105	0		
12 Total. Add lines 1 through 11	544,007	457,052	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,580	5,058		45,522
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	1,625	1,625		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	10,520			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 4	15,901	10,497		1,209
	24 Total operating and administrative expenses. Add lines 13 through 23	78,626	17,180	0	46,731
25 Contributions, gifts, grants paid See Statement 5	490,325			490,325	
26 Total expenses and disbursements. Add lines 24 and 25	568,951	17,180	0	537,056	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-24,944				
b Net investment income (if negative, enter -0-)		439,872			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	356,574	186,155	186,155
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 6	2,541,134	2,135,157	5,719,150
	c Investments – corporate bonds (attach schedule) See Stmt 7	2,253,299	2,800,833	2,772,496
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 8	613,848	613,848	613,848
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,764,855	5,735,993	9,291,649
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	6,735,383		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-970,528	5,735,993	
	30 Total net assets or fund balances (see instructions)	5,764,855	5,735,993	
	31 Total liabilities and net assets/fund balances (see instructions)	5,764,855	5,735,993	

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	5,764,855
2 Enter amount from Part I, line 27a	2	-24,944
3 Other increases not included in line 2 (itemize) ▶ See Statement 9	3	136,864
4 Add lines 1, 2, and 3	4	5,876,775
5 Decreases not included in line 2 (itemize) ▶ See Statement 10	5	140,782
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,735,993

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	138,356
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	13,077

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	288,765	7,912,340	0.036496
2010	352,553	7,560,167	0.046633
2009	339,353	6,958,581	0.048768
2008	324,485	6,567,830	0.049405
2007	394,907	8,034,778	0.049150

2 Total of line 1, column (d)	2	0.230452
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	0.046090
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,556,959
5 Multiply line 4 by line 3	5	394,390
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,399
7 Add lines 5 and 6	7	398,789
8 Enter qualifying distributions from Part XII, line 4	8	537,056

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	4,399
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	4,399
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	4,399
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,959
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	7,959
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,560
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 2,200 Refunded	11	1,360

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) None		
8b 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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? Website address ► www.hkimballfoundation.org	13	X	
14	The books are in care of ► The Washington Trust Company Wealth Management	Telephone no ► 401-348-1234		
	Located at ► WESTERLY	RI	ZIP+4 ► 02891	
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	► <input type="checkbox"/>	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here</p> <p>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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> 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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,468,060
b	Average of monthly cash balances	1b	219,208
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,687,268
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	8,687,268
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	130,309
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,556,959
6	Minimum investment return. Enter 5% of line 5	6	427,848

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	427,848
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,399
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,399
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	423,449
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	423,449
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	423,449

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	537,056
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	537,056
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	4,399
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	532,657

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				423,449
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			115,337	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 537,056				
a Applied to 2011, but not more than line 2a			115,337	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				421,719
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,730
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				
b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 4942(j)(5)		
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years		
		(a) 2012	(b) 2011	(c) 2010	(d) 2009
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test – enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test – enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) N/A
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest N/A
2	Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
	Check here <input type="checkbox"/> 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 Thomas F. Black, III 401-364-7799 130 Woodville Road Hope Valley RI 02832
b	The form in which applications should be submitted and information and materials they should include Letter of intent or purpose.
c	Any submission deadlines None
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors None

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 11				490,325
Total				490,325
b Approved for future payment N/A				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	238	
4	Dividends and interest from securities			14	312,353	
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					138,356
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	Meritage Oppenheimer I	531190	29,736	14		
c	Meritage Oppenheimer II	531110	63,324	14		
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		93,060		312,591	138,356
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- 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
 - (2)** Other assets
 - b** Other transactions
 - (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes

Signature of officer or trustee

Date _____

Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Norman L. Langlois

01/02/14

Firm's name ▶ Washington Trust Company Wealth Mgt

PTIN	P01205776
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Firm's address ► **23 Broad St**

Firm's EIN ► 05-0235370

Westerly, RI 02891-1879

Phone no	401-348-1234
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Form **990-PF** (2012)

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2012**

For calendar year 2012, or tax year beginning

11/01/12, and ending **10/31/13**

Name

**HORACE A. & S. ELLA KIMBALL
FOUNDATION**

Employer Identification Number

05-6006130

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 200000 UNITS OF PRUDENTIAL FINL INC	P	12/12/11	12/10/12
(2) 698.70 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	01/25/13
(3) 706.49 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	02/25/13
(4) 5672.08 UNITS OF WELLS FARGO MBS 200	P	11/29/12	03/25/13
(5) 741.52 UNITS OF WAMU MTG CERT 2004-A	P	02/21/13	02/28/13
(6) 743.4 UNITS OF WAMU MTG CERT 2004-AR	P	02/21/13	04/25/13
(7) 5793.2 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	04/25/13
(8) 749.01 UNITS OF WAMU MTG CERT 2004-A	P	02/21/13	05/28/13
(9) 669.3 UNITS OF WELLS FARGO MBS 2004-	P	11/29/12	05/28/13
(10) 732.13 UNITS OF WAMU MTG CERT 2004-A	P	02/21/13	06/25/13
(11) 672.55 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	06/25/13
(12) 1311.21 UNITS OF SEQUOIA MTG TRUST 2	P	06/19/13	07/22/13
(13) 677.26 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	07/25/13
(14) 745.8 UNITS OF WAMU MTG CERT 2004-AR	P	02/21/13	07/25/13
(15) 2610.75 UNITS OF SEQUOIA MTG TRUST 2	P	06/19/13	08/20/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 211,000		202,500	8,500
(2) 699		576	123
(3) 706		583	123
(4) 5,672		4,680	992
(5) 742		684	58
(6) 743		686	57
(7) 5,793		4,779	1,014
(8) 749		691	58
(9) 669		552	117
(10) 732		675	57
(11) 673		555	118
(12) 1,311		1,106	205
(13) 677		559	118
(14) 746		688	58
(15) 2,611		2,203	408

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			8,500
(2)			123
(3)			123
(4)			992
(5)			58
(6)			57
(7)			1,014
(8)			58
(9)			117
(10)			57
(11)			118
(12)			205
(13)			118
(14)			58
(15)			408

Capital Gains and Losses for Tax on Investment Income			
Form 990-PF	For calendar year 2012, or tax year beginning 11/01/12 , and ending 10/31/13		2012
Name HORACE A. & S. ELLA KIMBALL FOUNDATION			Employer Identification Number 05-6006130
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 744.92 UNITS OF WAMU MTG CERT 2004-A	P	02/21/13	07/31/13
(2) 674.14 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	07/31/13
(3) 1748.36 UNITS OF SEQUOIA MTG TRUST 2	P	06/19/13	09/20/13
(4) 745.40 UNITS OF WAMU MTG CERT 2004-A	P	02/21/13	09/25/13
(5) 682.58 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	09/25/13
(6) 51 SHARES OF ROYCE VALUE TR INC	P	03/25/13	07/30/13
(7) 51 SHARES OF ROYCE VALUE TR INC	P	06/27/13	07/30/13
(8) 1008.68 UNITS OF SEQUOIA MTG TRUST 2	P	06/19/13	10/21/13
(9) 747.72 UNITS OF WAMU MTG CERT 2004-A	P	02/21/13	10/25/13
(10) 689.45 UNITS OF WELLS FARGO MBS 2004	P	11/29/12	10/25/13
(11) 47578.34 UNITS OF JP MORGAN CHASE 4.	P	12/20/02	11/13/12
(12) 250000 UNITS OF WAL-MART STORES INC	P	06/28/11	11/15/12
(13) 11448.8 UNITS OF JP MORGAN CHASE 4.9	P	12/20/02	12/13/12
(14) 28720 SHARES OF MASSACHUSETTS INVEST	P	06/29/99	01/07/13
(15) 2000 SHARES OF ABBVIE INC	P	08/10/00	01/18/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 745		687	58
(2) 674		556	118
(3) 1,748		1,475	273
(4) 745		688	57
(5) 683		563	120
(6) 816		755	61
(7) 816		768	48
(8) 1,009		851	158
(9) 748		690	58
(10) 689		569	120
(11) 47,578		47,814	-236
(12) 274,375		244,541	29,834
(13) 11,449		11,506	-57
(14) 524,140		507,195	16,945
(15) 73,458		39,267	34,191

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			58
(2)			118
(3)			273
(4)			57
(5)			120
(6)			61
(7)			48
(8)			158
(9)			58
(10)			120
(11)			-236
(12)			29,834
(13)			-57
(14)			16,945
(15)			34,191

Capital Gains and Losses for Tax on Investment Income			
Form 990-PF	For calendar year 2012, or tax year beginning 11/01/12 , and ending 10/31/13	2012	
Name HORACE A. & S. ELLA KIMBALL FOUNDATION		Employer Identification Number 05-6006130	
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 2000 SHARES OF ABBOTT LABORATORIES I	P	08/10/00	01/18/13
(2) 1400 SHARES OF PROCTER & GAMBLE CO	P	03/16/01	01/23/13
(3) 600 SHARES OF PROCTER & GAMBLE CO	P	02/19/03	01/23/13
(4) 1500 SHARES OF GENERAL ELECTRIC CO	P	05/17/02	01/24/13
(5) 1000 SHARES OF GENERAL ELECTRIC CO	P	09/29/04	01/24/13
(6) 1000 SHARES OF INTEL CORP	P	12/30/99	01/29/13
(7) 500 SHARES OF INTEL CORP	P	10/16/00	01/29/13
(8) 100000.00 UNITS OF MORGAN STANLEY 4.	P	04/29/04	03/25/13
(9) 4000 SHARES OF BANK OF AMERICA CORP	P	05/20/08	05/01/13
(10) 200000 UNITS OF GOLDMAN SACHS GROUP	P	09/23/10	06/19/13
(11) 100000 UNITS OF CEMEX FINANCE LLC GT	P	04/30/12	08/29/13
(12) 900 SHARES OF ROYCE VALUE TR INC	P	09/05/07	07/30/13
(13) 1100 SHARES OF ROYCE VALUE TR INC	P	09/05/07	07/30/13
(14) 300 SHARES OF ROYCE VALUE TR INC	P	04/09/08	07/30/13
(15) 1700 SHARES OF ROYCE VALUE TR INC	P	04/09/08	07/30/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 65,139		36,210	28,929
(2) 98,208		45,047	53,161
(3) 42,089		25,125	16,964
(4) 33,074		49,530	-16,456
(5) 22,050		33,610	-11,560
(6) 21,150		42,531	-21,381
(7) 10,575		18,131	-7,556
(8) 103,000		99,436	3,564
(9) 100,000		100,000	
(10) 208,250		206,000	2,250
(11) 105,500		100,500	5,000
(12) 14,400		17,802	-3,402
(13) 17,600		21,714	-4,114
(14) 4,800		4,917	-117
(15) 27,200		27,880	-680

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			28,929
(2)			53,161
(3)			16,964
(4)			-16,456
(5)			-11,560
(6)			-21,381
(7)			-7,556
(8)			3,564
(9)			
(10)			2,250
(11)			5,000
(12)			-3,402
(13)			-4,114
(14)			-117
(15)			-680

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Meritage Oppenheimer I	\$ 29,736	\$	\$ 29,736
Meritage Oppenheimer II	63,324		63,324
Total	<u>\$ 93,060</u>	<u>\$ 0</u>	<u>\$ 93,060</u>

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Washington Trust 990-PF fees	\$ 1,625	\$ 1,625	\$	\$
Total	<u>\$ 1,625</u>	<u>\$ 1,625</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2011 U.S. excise tax balance due	\$ 2,660	\$	\$	\$
2012 estimated excise tax paymen	7,860			
Total	<u>\$ 10,520</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Washington Trust custody fees	8,416	8,416		
Chamber of Commerce - Members	133	133		
Printing Plus -Printing	507			507
RI Attorney General - Filing	50	50		

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Cox Communications - Internet	\$ 18		\$	18
CT Corporation - Delaware rep	284	284		
ValueLine - Subscription	950	950		
Washington Trust - Safe depos	300	300		
NAEIR - Membership	59			59
Cox Communications - fees	55			55
Delaware Franchise tax	165	165		
ValueLine Small & Midcap	199	199		
USSupernet - Web hosting	570			570
Delta Dental - Dental insuran	1,642			
United Healthcare - Premiums	2,553			
Total	\$ 15,901	\$ 10,497	\$ 0	\$ 1,209

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
3,700	0000000000000000				

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Stock - see attached listing	\$ 2,541,134	\$ 2,135,157	Cost	\$ 5,719,150
Total	\$ 2,541,134	\$ 2,135,157		\$ 5,719,150

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Bonds - see attached listing	\$ 2,253,299	\$ 2,800,833	Cost	\$ 2,772,496
Total	\$ 2,253,299	\$ 2,800,833		\$ 2,772,496

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Partnerships - see attached listing	\$ 613,848	\$ 613,848	Cost	\$ 613,848
Total	\$ 613,848	\$ 613,848		\$ 613,848

INVESTMENT REVIEW FOR THE ACCOUNT OF

PAGE 1

HORACE A & S ELLA KIMBALL
FOUNDATION CUSTODY THOMAS BLACK
NORMAN BAKER & EDWARD MARTH
TRUSTEES
ACCT 1040100683
ASSETS HELD 10/31/2013
VALUED AS OF 10/31/2013

INVESTMENT POWERS.....OTHER	INVESTMENT OBJECTIVE.....CAP PRESERVATION
GAINS TAXED TO.....TRUST	INCOME TAXED TO.....TRUST
TRUST TAX YEAR END.....10/31	TRUST TAX FILING STATUS.....CHARITABLE NON-EXEMPT
TRUST ADJUSTED TAX BRACKET..	LOSS CARRYOVER.....
OFFICER.....	REVIEW CYCLE.....09/END/2014 & THEN EVERY: 1 YEAR
REVOCABILITY.....IRREVOCABLE	BEGIN TERMINATION DATE.....
FINAL TERMINATION DATE.....	DIRECTED BROKER.....
BROKER ACCT EXEC.....	TRUST SITUS.....RHODE ISLAND
TRUSTEE RESTRICTIONS: LDISB	

REMARKS:
INVESTMT CONTACT: NORMAN BAKER
781-906-3050, 781-890-6373 (F)
REFER INQUIRIES TO THEIR WEBSITE
HKIMBALLFOUNDATION.ORG

RECOMMENDED CHANGES:	PRICE	VALUE	COST	INCOME	EST INCOME CHANGE:
SECURITY					EST GAIN/LOSS:
					RATIONALE FOR
					RECOMMENDATION:

REVIEWED:
ENTERED IN MINUTES:

SUMMARY OF INVESTMENTS

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HORACE A & S ELLA KIMBALL
FOUNDATION CUSTODY THOMAS BLACK
NORMAN BAKER & EDWARD MARTH
TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
VALUED AS OF 10/31/2013

Asset Classification	Estimated Market Value	Percent of Market Value	Estimated Annual Income	Current Yield
CASH AND EQUIVALENTS	186,155	2.00	74	0.04
FIXED INCOME	2,772,496	29.84	145,518	5.25
EQUITIES	5,719,150	61.55	162,413	2.84
MISCELLANEOUS ASSETS	613,848	6.61	0	0.00
TOTAL FUND	9,291,649	100.00	308,005	3.31

REALIZED GAIN/LOSS SUMMARY FOR THE TAX YEAR ENDING 10/31

NET SHORT TERM GAIN/LOSS 13,077.58
NET LONG TERM GAIN/LOSS * 125,277.99

* INCLUDES LONG TERM CAPITAL GAINS DIVIDENDS

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 NORMAN BAKER & EDWARD MARTH
 TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
 VALUED AS OF 10/31/2013

UNITS	DESCRIPTION	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
CASH AND EQUIVALENTS									
186,154.84	FIDELITY PRIME MM PTF CL I FIPXX			1.00	186,154.84	186,154.84	74	0.04	
TOTAL CASH AND EQUIVALENTS									
186,154.84									
SHORT TERM INVESTMENTS									
FIDELITY PRIME MM PTF CL I FIPXX									
11,882.23	BA MTG SEC INC 5.5% 03/25/2034	N/A	A1	100.5787	11,950.99	11,882.23	654	5.47	3.01
22,274.01	GMACM MTG LN TR 2004-J1 5.5%	N/A	A3	100.335	22,348.63	22,274.01	1,225	5.48	2.77
112,130.58	GNMA REMIC TRUST 2003-48 4.891% 07/16/2034	N/A	N/A	103.2817	115,810.37	112,130.58	5,484	4.74	2.81
114,499.26	RESIDENTIAL ASSET SEC 5.5% 10/25/2035		Caa2	93.5489	107,112.80	114,499.26	6,297	5.88	5.63
244,983.13	SEQUOIA MTG TRUST 2003-3 1.132% 07/20/2033		Caa2	73.7591	180,697.35	206,704.53	2,773	1.53	7.69
259,374.35	WAMU MTG CERT 2004-AR5 20340625 FLT 2.46159% 06/25/2034		Caa1	89.9126	233,210.22	239,272.84	6,385	2.74	6.09
FIXED INCOME									
COLLATERALIZED MORTGAGE OBLIGATIONS									
UNCLASSIFIED									

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ACCT 1040100683

FOREIGN BDS NTS AND DEBENTURES

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 NORMAN BAKER & EDWARD MARTH
 TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
 VALUED AS OF 10/31/2013

UNITS	DESCRIPTION	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
UNCLASSIFIED									
200,000	ITAU UNIBANCO HLDG SA MTN 5.65% 03/19/2022		Baa3	99.25	198,500.00	202,100.00	11,300	5.69	5.76
200,000	TELEFONICA EMISIONES 5.462% 02/16/2021		Baa2	105.951	211,902.00	198,500.00	10,924	5.16	4.49
250,000	BNP PARIBAS 5.186% 06/29/2049-2015		Ba2	103.00	257,500.00	240,000.00	12,965	5.03	5.03
200,000	CEMEX SA EURO MTN BE SR SEC GLBL 6.5% 12/10/2019-2017			101.50	203,000.00	198,500.00	13,000	6.40	6.20
	TOTAL UNCLASSIFIED				870,902.00	839,100.00			
MUTUAL FUNDS - FIXED INCOME									
EQUITY MUTUAL FUNDS									
OTHER EQUITY FUNDS									
4,000	PIMCO DYNAMIC CR INCOME FD			22.67	90,680.00	100,000.00	7,500	8.27	
	TOTAL FIXED INCOME				2,772,495.99	2,800,832.75			
EQUITIES									
=====									

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 NORMAN BAKER & EDWARD MARTH
 TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
 VALUED AS OF 10/31/2013

UNITS	DESCRIPTION	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
	COMMON STOCK								
	CONSUMER DISCRETIONARY								
	CONSUMER DISCRETIONARY								
200	PRICELINE INC			1053.83	210,766.00	134,365.98	0	0.00	
	CONSUMER STAPLES								
	FOOD AND STAPLES RETAILING								
2,500	WALGREEN CO			59.24	148,100.00	96,375.00	3,150	2.13	
	BEVERAGES								
4,000	COCA-COLA CO			39.57	158,280.00	88,428.00	4,480	2.83	
	TOTAL CONSUMER STAPLES				306,380.00	184,803.00			
	ENERGY								
	OIL AND GAS								
2,500	EXXON MOBIL CORP			89.62	224,050.00	99,638.00	6,300	2.81	

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 NORMAN BAKER & EDWARD MARTH
 TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
 VALUED AS OF 10/31/2013

UNITS	DESCRIPTION	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
	FINANCIALS								
	BANKS								
85,000	WASHINGTON TRUST BANCORP INC			32.89	2,795,650.00	472,441.35	88,400	3.16	
	INSURANCE								
2,500	AMERICAN INTL GROUP INC			51.65	129,125.00	98,349.79	1,000	0.77	
	OTHER FINANCIALS								
250	MASTERCARD INC			717.10	179,275.00	57,373.75	600	0.33	
31,500	PEOPLES UNITED FINANCIAL INC			14.435	454,702.50	151,672.83	20,475	4.50	
	TOTAL OTHER FINANCIALS				633,977.50	209,046.58			
	TOTAL FINANCIALS				3,558,752.50	779,837.72			
	HEALTH CARE								
	PHARMACEUTICALS								
2,000	MERCK & CO INC			45.09	90,180.00	89,480.00	3,440	3.81	

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
FOUNDATION CUSTODY THOMAS BLACK
NORMAN BAKER & EDWARD MARTH
TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
VALUED AS OF 10/31/2013

UNITS	DESCRIPTION	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
INDUSTRIALS									
AEROSPACE AND DEFENSE									
1,500	BOEING CO			130.50	195,750.00	112,460.00	2,910	1.49	
AIR FREIGHT AND COURIERS									
1,500	UNITED PARCEL SVC INC CL B			98.24	147,360.00	119,988.50	3,720	2.52	
ROAD AND RAIL									
1,000	UNION PACIFIC CORP			151.40	151,400.00	94,990.80	3,160	2.09	
	TOTAL INDUSTRIALS				494,510.00	327,439.30			
INFORMATION TECHNOLOGY									
IT SERVICES									
2,000	AUTOMATIC DATA PROCESSING			75.025	150,050.00	106,416.50	3,480	2.32	
COMMUNICATIONS EQUIPMENT									
2,000	QUALCOMM INC			69.49	138,980.00	101,119.90	2,800	2.01	

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 NORMAN BAKER & EDWARD MARTH
 TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
 VALUED AS OF 10/31/2013

UNITS ----	DESCRIPTION -----	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
		-----		-----	-----	-----	---	-----	-----
	COMPUTERS AND PERIPHERALS								

500	IBM CORP			179.21	89,605.00	96,949.20	1,900	2.12	
	TOTAL INFORMATION TECHNOLOGY				378,635.00	304,485.60			
	UTILITIES								

	UTILITIES								

2,500	INTEGRYS ENERGY GROUP INC			58.68	146,700.00	85,900.00	6,800	4.64	
	ELECTRIC								

1,666	DUKE ENERGY			71.73	119,502.18	62,638.87	5,198	4.35	
	WATER								

7,500	AQUA AMERICA INC			25.18	188,850.00	65,700.00	4,560	2.41	
	TOTAL UTILITIES				455,052.18	214,238.87			
	TOTAL COMMON STOCK				5,718,325.68	2,134,288.47			

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
FOUNDATION CUSTODY THOMAS BLACK
NORMAN BAKER & EDWARD MARTH
TRUSTEES

ACCT 1040100683

ASSETS HELD 10/31/2013
VALUED AS OF 10/31/2013

UNITS	DESCRIPTION	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
	MUTUAL FUNDS - EQUITY								
	EQUITY MUTUAL FUNDS								
	OTHER EQUITY FUNDS								
7	ROYCE GLOBAL VALUE TR INC COM			8.66	60.62	62.83	0	0.00	
50	ROYCE VALUE TR INC			15.27	763.50	806.00	40	5.24	
	TOTAL OTHER EQUITY FUNDS				824.12	868.83			
	TOTAL EQUITIES				5,719,149.80	2,135,157.30			
	MISCELLANEOUS ASSETS								
	PARTNERSHIPS								
	UNCLASSIFIED								
	UNCLASSIFIED								
398,927.18	PRTNSP- MERITAGE/OPPENHEIMER I			1.00	398,927.18	398,927.18	0	0.00	

ASSET REVIEW

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HORACE A & S ELLA KIMBALL
FOUNDATION CUSTODY THOMAS BLACK
NORMAN BAKER & EDWARD MARTH
TRUSTEES
ACCT 1040100683
ASSETS HELD 10/31/2013
VALUED AS OF 10/31/2013

UNITS	DESCRIPTION	S&P RTG	MDY RTG	CURRENT PRICE	MARKET VALUE	BOOK VALUE	EST INC	CURR YLD	YLD TO MAT
	FINANCIALS								
	REAL ESTATE								
214,921.11	PRTNSP- MERITAGE/OPPENHEIMER II			1.00	214,921.11	214,921.11	0	0.00	
	TOTAL PARTNERSHIPS				613,848.29	613,848.29			
	TOTAL FUND				9,291,648.92	5,735,993.18			

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Transactions posted for prior period	\$ 683
Amd/rev. posted after period end	63
Net adj. to Residential Assets Securities c-v	<u>136,118</u>
Total	<u>\$ 136,864</u>

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
Transactions posted after period end	\$ 69
Trades posted after period end	<u>140,713</u>
Total	<u>\$ 140,782</u>

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

Description

Letter of intent or purpose.

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

Description

None

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

Description

None

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Day Services of Westerly		Westerly RI 02891	None	5 Union Street		Public chari NAEIR group program	2,750
Frank Olean Center		Westerly RI 02891	None	Airport Road		Public chari NAEIR Group Program	2,675
North Kingstown Senior Center		North Kingstown RI 02852	None	10 Beach Street		Public chari NAEIR Group Program	2,675
RI Center Assisting Those in Need		Charlestown RI 02813	None	805 Alton Road		Public chari NAEIR Group Program	2,675
Richmond Senior Center		Richmond RI 02898	None	1168 Main Street		Public chari NAEIR Group Program	2,500
Warm Shelter		Westerly RI 02891	None	Spruce Street		Public chari NAEIR Group Program	2,675
Westerly Senior Citizens Center		Westerly RI 02891	None	State Street		Public chari NAEIR Group Program	2,675
Wood River Health Services		Hope Valley RI 02832	None	823 Main Street		Public chari NAEIR Group Program	3,700
Slater Mill		Pawtucket RI 02860	None	67 Roosevelt Avenue		Public chari Underwrite South County schools	5,000
Chorus of Westerly		Westerly RI 02891	None	119 High Street		Public chari Roof repairs	13,000
Day Services of Westerly		Westerly RI 02891	None	5 Union Street		Public chari Building improvements	14,000
Southern RI Volunteers		Wakefield RI 02879	None	25 St. Dominic Road		Public chari Independent aging program	10,000
Education Exchange		Peace Dale RI 02879	None	33 N Road		Public chari GED 21st century testing equipment	25,000
Richmond Senior Center		Richmond RI 02898	None	1168 Main Street		Public chari General operations	5,000
Pawcatuck Neighborhood Center		Pawcatuck CT 06379	None	27 Chase Street		Public chari NAEIR Group Program	2,675
Family Resource Center of RI		West Greenwich RI 02817	None	Main Street		Public chari Building repairs	25,000
Thomas F. Black Mem. Scholarship Fd		Hope Valley RI 02832	None	130 Woodville Road		Public chari Scholarships	25,000

Federal Statements

**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address			Relationship	Address		Purpose	Amount
Address				Status					
Thomas Clagett Jr. Mem. Regatta		Portsmouth RI 02871	None	231 Indian Avenue	Public chari	Sponsorship	2,500		
Big Brothers of Rhode Island		Riverside RI 02915	None	3300 Pawtucket Avenue	Public chari	General operations	20,000		
Big Apple Circus		Brooklyn NY 11201	None	1 Metrotech Center	Public chari	Circus tickets	15,000		
Community 2000		Charlestown RI 02813	None	PO Box 1161	Public chari	Scholarship funds	10,000		
Hope Valley Ambulance Corp		Hope Valley RI 02832	None	5 Fairview Avenue	Public chari	Radio equipment	10,000		
Westerly Senior Center		Westerly RI 02891	None	39 State Street	Public chari	General operations	20,000		
Friends of Exeter Animals		Exeter RI 02822	None	P.O. Box 302	Public chari	Fence for shelter	15,000		
Hopkinton Historical Society		Hopkinton RI 02833	None	2 Town House Road	Public chari	Tree removal	3,000		
The Met Center for Innovation		Providence RI 02905	None	325 Public Street	Public chari	Entrepreneurship program	15,000		
RI Center Assisting Those in Need		Charlestown RI 02813	None	805 Alton Road	Public chari	General operations	20,000		
Westerly Adult Day Care		Westerly RI 02891	None	5 Union Street	Public chari	Furniture	15,000		
Wood River Health Services		Hope Valley RI 02832	None	823 Main Street	Public chari	Handrails and bumper guards	24,000		
VNS Home Health Services		Narragansett RI 02882	None	14 Woodruff Avenue	Public chari	Cardiogram telehealth units	20,000		
Adult Day Care Center of Westerly		Westerly RI 02891	None	5 Union Street	Public chari	NAEIR Group Program	2,750		
North Kingstown Senior Center		North Kingstown RI 02852	None	10 Beach Street	Public chari	NAEIR Group Program	2,675		
Pawcatuck Neighborhood Center		Pawcatuck CT 06379	None	27 Chase Street	Public chari	NAEIR Group Program	2,675		
RI Center Assisting Those in Need		Charlestown RI 02813	None	805 Alton Road	Public chari	NAEIR Group Program	2,675		

Federal Statements

**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Richmond Senior Center		Richmond RI 02898	None	1168 Main street	Public chari	NAEIR Group Program	2,500
Warm Shelter		Westerly RI 02891	None	56 Spruce Street	Public chari	NAEIR Group Program	2,675
Westerly Senior Citizens Center		Westerly RI 02891	None	39 State Street	Public chari	NAEIR Group Program	2,675
Wood River Health Services		Hope Valley RI 02832	None	823 Main Street	Public chari	NAEIR Group Program	3,700
Warm Shelter		Westerly RI 02891	None	56 Spruce Street	Public chari	Renovations	15,000
Community 2000		Charlestown RI 02813	None	PO Box 161	Public chari	Chariho schools special project	10,000
Quonnochohtaug Historical Project		Charlestown RI 02813	None	PO Box 46	Public chari	Oral & pictorial history project	1,500
Westerly Senior Center		Westerly RI 02891	None	39 State Street	Public chari	General operations	10,000
Kingston Chamber Music Festival		Kingston RI 02881	None	P.O. Box 1733	Public chari	General operations	2,500
Southern Rhode Island Volunteers		Wakefield RI 02879	None	25 St. Dominic Road	Public chari	Independent aging program	10,000
St. Andrews School		Barrington RI 02806	None	63 Federal Road	Public chari	Boys dormitory project	25,000
Old Slater Mill Association		Pawtucket RI 02860	None	67 Roosevelt Avenue	Public chari	Educational programming	5,000
Richmond Senior Citizens Committee		Richmond RI 02898	None	1164 Main Street	Public chari	Equipment and programming	2,500
RI Foundation		Providence RI 02903	None	One Union Station	Foundation	Paul Lynch Scholarship Fund	50,000
Total							<u>490,325</u>