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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation HNH FOUNDATION, INC.		A Employer identification number 02-0497577
Number and street (or P.O. box number if mail is not delivered to street address) 49 SOUTH MAIN STREET	Room/suite 204	B Telephone number 603-229-3260
City or town, state or province, country, and ZIP or foreign postal code CONCORD, NH 03301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 23,517,579.	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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).)		(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	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	487,437.	487,437.		STATEMENT 1
	5a Gross rents				
	b Net rental income (or loss)				
	6a Net gain (or loss) from sale of assets not on line 10	761,201.			
	b Gross sales price for all assets on line 6a	19,014.			
	7 Capital gain net income (from Part IV, line 2)		761,201.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	20,652.	12,500.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,269,290.	1,261,138.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	137,495.	0.		134,766.
	14 Other employee salaries and wages	90,236.	0.		86,782.
	15 Pension plans, employee benefits	14,622.	0.		14,508.
	16a Legal fees STMT 3	18,191.	0.		18,086.
	b Accounting fees STMT 4	14,755.	0.		14,755.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	27,283.	0.		15,471.
	19 Depreciation and depletion	412.	0.		
	20 Occupancy	21,325.	0.		21,333.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	448,156.	84,956.		275,523.
	24 Total operating and administrative expenses. Add lines 13 through 23	772,475.	84,956.		581,224.
	25 Contributions, gifts, grants paid	712,690.			593,984.
26 Total expenses and disbursements. Add lines 24 and 25	1,485,165.	84,956.		1,175,208.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-215,875.				
b Net investment income (if negative, enter -0-)		1,176,182.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	444,537.	1,083,945.	1,083,945.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,468,504.	1,112,673.	1,112,673.
	b Investments - corporate stock STMT 9	11,565,494.	13,413,242.	13,413,242.
	c Investments - corporate bonds STMT 10	3,494,494.	2,981,706.	2,981,706.
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	4,072,097.	4,606,196.	4,606,196.
	14 Land, buildings, and equipment basis 24,269.			
	Less accumulated depreciation STMT 12	14,991.		
	15 Other assets (describe STATEMENT 13)	392,095.	310,539.	310,539.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	21,440,623.	23,517,579.	23,517,579.
	17 Accounts payable and accrued expenses	32,808.	49,922.	
	18 Grants payable	161,313.	271,867.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 14)	2,855.	1,529.	
	23 Total liabilities (add lines 17 through 22)	196,976.	323,318.	
	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	21,243,647.	23,194,261.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	21,243,647.	23,194,261.	
	31 Total liabilities and net assets/fund balances	21,440,623.	23,517,579.	

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	21,243,647.
2 Enter amount from Part I, line 27a	2	-215,875.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	2,166,489.
4 Add lines 1, 2, and 3	4	23,194,261.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,194,261.

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 VARIOUS GAINS AND LOSSES FROM STATEMENT A				
b JONES LANG LASALLE TRADE INCOME		P	VARIOUS	02/15/13
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			765,907.
b 19,014.		23,720.	-4,706.
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			765,907.
b			-4,706.
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	761,201.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,042,545.	22,004,361.	.047379
2011	1,018,836.	21,026,603.	.048455
2010	947,119.	20,801,719.	.045531
2009	817,193.	18,878,713.	.043286
2008	1,394,847.	22,720,900.	.061390

2 Total of line 1, column (d)	2	.246041
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	.049208
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,289,325.
5 Multiply line 4 by line 3	5	1,096,813.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,762.
7 Add lines 5 and 6	7	1,108,575.
8 Enter qualifying distributions from Part XII, line 4	8	1,175,208.

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	11,762.
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	11,762.
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	11,762.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,244.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,244.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	31.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,549.	
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 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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) <input type="checkbox"/> 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	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 2013 or the taxable year beginning in 2013 (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

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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.HNHFOUNDATION.ORG	13	X	
14	The books are in care of ► SANDI VAN SCOYOC Telephone no. ► 603-229-3260 Located at ► 49 SOUTH MAIN STREET, NO 204, 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	N/A	
16	At any time during calendar year 2013, 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 checked="" type="checkbox"/> Yes <input 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	1b	X
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 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		4b

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		120,645.	16,850.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA E. BAUM - 49 SOUTH MAIN STREET, NO. 204, CONCORD, NH 03301	PRGM OFFICER 37.50	FOR CHILDREN'S HEALTH 69,944.	14,021.	0.

Total number of other employees paid over \$50,000

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JSI RESEARCH AND TRAINING INSTITUTE 501 SOUTH STREET, BOW, NH 03304	CONSULTING	78,106.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,882,945.
b	Average of monthly cash balances	1b	385,102.
c	Fair market value of all other assets	1c	1,360,709.
d	Total (add lines 1a, b, and c)	1d	22,628,756.
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	22,628,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	339,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,289,325.
6	Minimum investment return. Enter 5% of line 5	6	1,114,466.

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	1,114,466.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,762.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,762.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,102,704.
4	Recoveries of amounts treated as qualifying distributions	4	17,213.
5	Add lines 3 and 4	5	1,119,917.
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	1,119,917.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,175,208.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,175,208.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	11,762.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,163,446.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,119,917.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,148,119.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,175,208.				
a Applied to 2012, but not more than line 2a			1,148,119.	
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 2013 distributable amount				27,089.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,092,828.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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				
CITY OF NASHUA 229 MAIN STREET NASHUA, NH 03061	NONE	STATE REPRESENTATIVE	TO SUPPORT AN OUTREACH WORKER IN THE CITY OF NASHUA WHO WILL PROVIDE LANGUAGE ASSISTANCE TO	5,000.
COOS COUNTY FAMILY HEALTH SERVICES 133 PLEASANT STREET BERLIN, NH 03570	NONE	OTHER PUBLIC CHARITY	TO PROVIDE PREVENTATIVE DENTAL CARE TO 170 WIC ENROLLED CHILDREN IN COOS COUNTY.	8,100.
COOS COUNTY FAMILY HEALTH SERVICES 133 PLEASANT STREET BERLIN, NH 03570	NONE	OTHER PUBLIC CHARITY	TO PROVIDE ORAL RESTORATIVE CARE SERVICES TO UN-OR UNDERINSURED CHILDREN.	10,000.
EARLY LEARNING NH 2 DELTA DRIVE CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	TO SUPPORT TRAINING OF STAFF AT 7 SEACOAST CHILDCARE AND HEAD START AGENCIES IN CHILDHOOD OBESITY	25,000.
FOUNDATION FOR HEALTHY COMMUNITIES 125 AIRPORT ROAD CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	TO SUPPORT THE HEALTHY GROWTH/HEALTHY SMILES SURVEY TO BE CONDUCTED BY THE NH DEPARTMENT OF HEALTH AND HUMAN	7,500.
Total	SEE CONTINUATION SHEET(S)			593,984.
b Approved for future payment				
NONE				
Total				0.

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? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

INTERIM
PRESIDENT

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 ☐ self-employed

PTIN

KELLI D'AMORE

Kelli Danore

APR 29 2014

P01402985

Firm's name ▶ **NATHAN WECHSLER & COMPANY, P.A.**

Firm's EIN ► 02-0327524

Firm's address ► 70 COMMERCIAL STREET, SUITE 401
CONCORD, NH 03301

Phone no. 603-224-5357

Part XV Supplementary Information**3. Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOUNDATION FOR HEALTHY COMMUNITIES 125 AIRPORT ROAD CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	IDENTIFICATION AND DEVELOPMENT OF EARNED-INCOME AND OTHER RESOURCES TO PROVIDE LONG-TERM	14,740.
FOUNDATION FOR HEALTHY COMMUNITIES 125 AIRPORT ROAD CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT TO THE HEAL HOME.	177,319.
FOUNDATION FOR HEALTHY COMMUNITIES 125 AIRPORT ROAD CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	TO IMPLEMENT THE PAY FOR PREVENTION-WIC AND ORAL HEALTH PROJECT.	39,311.
KEENE STATE COLLEGE 229 MAIN STRRET KEENE, NH 03435	NONE	STATE AGENCY	TO SUPPORT THE OBESITY PREVENTION WEB-BASED TRAINING.	7,973.
KEENE STATE COLLEGE 229 MAIN STRRET KEENE, NH 03435	NONE	STATE AGENCY	TO SUPPORT THE DEVELOPMENT OF A CHILDHOOD OBESITY PREVENTION ONLINE TRAINING FOR CHILD	44,395.
LAKES REGION GENERAL HOSPITAL 80 HIGHLAND STREET LACONIA, NH 03246	NONE	OTHER PUBLIC CHARITY	TO IMPLEMENT THE NUTRITION AND PHYSICAL ACTIVITY SELF ASSESSMENT IN CHILD CARE TO PREVENT	3,404.
LAKES REGION PARTNERSHIP FOR PUBLIC HEALTH 67 WATER STREET, SUITE 105 LACONIA, NH 03246	NONE	OTHER PUBLIC CHARITY	EARLY SPROUTS IMPLEMENTATION AND TRAINING SUPPORT.	11,789.
MARY HITCHCOCK MEMORIAL HOSPITAL 1 MEDICAL CENTER DRIVE LEBANON, NH 03766	NONE	OTHER PUBLIC CHARITY	PORTION OF RETURNED GRANT	-16,649.
MERRIMACK VALLEY DAY CARE SERVICE 19 NORTH FRUIT STREET CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	TO SUPPORT TECHNOLOGY REQUIREMENTS FOR INCREASING SPONSORSHIP OF 50 CHILD CARE AGENCIES INTO THE	1,350.
NASHUA REGIONAL PLANNING COMMISSION 9 EXECUTIVE PARK DRIVE, SUITE 201 MERRIMACK, NH 03054	NONE	OTHER PUBLIC CHARITY	TO SUPPORT INITIATING TWO HEALTH IMPACT ASSESSMENTS IN NASHUA AND SURROUNDING TOWNS.	15,000.
Total from continuation sheets				538,384.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NASHUA REGIONAL PLANNING COMMISSION 9 EXECUTIVE PARK DRIVE, SUITE 201 MERRIMACK, NH 03054	NONE	OTHER PUBLIC CHARITY	FOR 9 REGIONAL PLANNING COMMISSIONS TO INTEGRATE HEAL PRINCIPLES INTO THEIR REGIONAL	16,668.
NH AGRICULTURE IN THE CLASSROOM 295 SHEEP DAVIS ROAD CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	PORTION OF RETURNED GRANT	-564.
NH FISCAL POLICY INSTITUTE 64 NORTH MAIN STREET, 3RD FLOOR CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR MONITORING THE TRANSITION FROM MEDICAID FEE-FOR-SERVICE TO	20,000.
NH FISCAL POLICY INSTITUTE 64 NORTH MAIN STREET, 3RD FLOOR CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT FOR THE INVESTING IN COMMUNITIES ADVOCACY INITIATIVE WHICH WILL	5,000.
NH FOOD BANK 700 EAST INDUSTRIAL PARK DRIVE MANCHESTER, NH 03109	NONE	OTHER PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT.	20,000.
NH PUBLIC HEALTH ASSOCIATION 4 PARK STREET, SUITE 403 CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	FOR THE NH ORAL HEALTH COALITION TO CONDUCT 3 ANNUAL LEGISLATIVE "LUNCH & LEARN" SESSIONS.	3,110.
NH PUBLIC HEALTH ASSOCIATION 4 PARK STREET, SUITE 403 CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	TO SUPPORT THE NH ORAL HEALTH COALITION.	26,368.
NH VOICES FOR HEALTH 4 PARK STREET, SUITE 403 CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT.	100,000.
NORTH COUNTRY HEALTH CONSORTIUM 262 COTTAGE STREET, SUITE #230 LITTLETON, NH 03561	NONE	OTHER PUBLIC CHARITY	TO PROVIDE DENTAL RESTORATIVE SERVICES TO UNINSURED & UNDERINSURED CHILDREN.	15,000.
SOUTHWESTERN COMMUNITY SERVICES 63 COMMUNITY WAY KEENE, NH 03431	NONE	OTHER PUBLIC CHARITY	FOR GARDEN RELATED EXPENSES & TO UPDATE THE EARLY SPROUTS CURRICULUM IN THE HEAD START PROGRAM.	900.
Total from continuation sheets				

3. Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CITY OF NASHUA

TO SUPPORT AN OUTREACH WORKER IN THE CITY OF NASHUA WHO WILL PROVIDE
LANGUAGE ASSISTANCE TO INDIVIDUALS PARTICIPATING IN THE HEALTHY
GROWTH/HEALTHY SMILES SURVEY.

NAME OF RECIPIENT - EARLY LEARNING NH

TO SUPPORT TRAINING OF STAFF AT 7 SEACOAST CHILDCARE AND HEAD START
AGENCIES IN CHILDHOOD OBESITY PREVENTION.

NAME OF RECIPIENT - FOUNDATION FOR HEALTHY COMMUNITIES

TO SUPPORT THE HEALTHY GROWTH/HEALTHY SMILES SURVEY TO BE CONDUCTED BY
THE NH DEPARTMENT OF HEALTH AND HUMAN SERVICES.

NAME OF RECIPIENT - FOUNDATION FOR HEALTHY COMMUNITIES

IDENTIFICATION AND DEVELOPMENT OF EARNED-INCOME AND OTHER RESOURCES TO
PROVIDE LONG-TERM SUSTAINABILITY FOR THE HEAL HOME.

NAME OF RECIPIENT - KEENE STATE COLLEGE

TO SUPPORT THE DEVELOPMENT OF A CHILDHOOD OBESITY PREVENTION ONLINE
TRAINING FOR CHILD CARE PROVIDERS.

NAME OF RECIPIENT - LAKES REGION GENERAL HOSPITAL

TO IMPLEMENT THE NUTRITION AND PHYSICAL ACTIVITY SELF ASSESSMENT IN
CHILD CARE TO PREVENT CHILDHOOD OBESITY AND SUPPORT PEER LEARNING
COLLABORATIVE AT THREE CHILD CARE AGENCIES.

NAME OF RECIPIENT - MERRIMACK VALLEY DAY CARE SERVICE

TO SUPPORT TECHNOLOGY REQUIREMENTS FOR INCREASING SPONSORSHIP OF 50

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

CHILD CARE AGENCIES INTO THE CHILD AND ADULT CARE FOOD PROGRAM.

NAME OF RECIPIENT - NASHUA REGIONAL PLANNING COMMISSION

FOR 9 REGIONAL PLANNING COMMISSIONS TO INTEGRATE HEAL PRINCIPLES INTO
THEIR REGIONAL SUSTAINABILITY PLAN.

NAME OF RECIPIENT - NH FISCAL POLICY INSTITUTE

GENERAL OPERATING SUPPORT FOR MONITORING THE TRANSITION FROM MEDICAID
FEE-FOR-SERVICE TO MANAGED CARE.

NAME OF RECIPIENT - NH FISCAL POLICY INSTITUTE

FOR GENERAL OPERATING SUPPORT FOR THE INVESTING IN COMMUNITIES ADVOCACY
INITIATIVE WHICH WILL SUPPORT CAPACITY BUILDING AND LEADERSHIP TOWARD
IMPROVING THE LOW-INCOME FAMILIES AND VULNERABLE RESIDENTS OF NH.

NAME OF RECIPIENT - TRI-COUNTY CAP, INC.

AN EMERGENCY GRANT TO COVER PAYROLL AND OTHER EXPENSES TO SUPPORT
DIRECT SERVICES TO TRI-COUNTY CAP'S CLIENTS WITH AN EMPHASIS ON FOOD,
HEAT, AND SHELTER.

NAME OF RECIPIENT - UPPER VALLEY LAKE SUNAPEE REGIONAL PLANNING
COMMISSION

SUPPORT DEVELOPMENT OF A "BLUEPRINT FOR SAFE ROUTES TO PLAY"
TRANSPORTATION PLAN FOR THE CITY OF LEBANON.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT AND CHECKING ACCT	487,437.	0.	487,437.
TOTAL TO FM 990-PF, PART I, LN 4	487,437.	0.	487,437.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME ON NH COMMUNITY LOAN FUND	12,500.	12,500.	
UNUSED GRANTS	8,152.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,652.	12,500.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	18,191.	0.		18,086.
TO FM 990-PF, PG 1, LN 16A	18,191.	0.		18,086.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT FEES	14,755.	0.		14,755.
TO FORM 990-PF, PG 1, LN 16B	14,755.	0.		14,755.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	11,812.	0.		0.	
PAYROLL TAXES	15,471.	0.		15,471.	
TO FORM 990-PF, PG 1, LN 18	27,283.	0.		15,471.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES, MEMBERSHIP & SUBSCRIPTION FEES	5,502.	0.		5,502.	
INVESTMENT FEES	84,956.	84,956.		0.	
INSURANCE EXPENSE	8,056.	0.		8,194.	
OFFICE EXPENSE	9,258.	0.		7,651.	
TELEPHONE	4,495.	0.		4,389.	
UTILITIES	499.	0.		636.	
CONSULTING FEES	20,547.	0.		15,860.	
PROGRAM INITIATIVE					
CONSULTING FEES	223,176.	0.		141,926.	
COMMUNICATIONS	76,723.	0.		76,721.	
CONFERENCES, MEETINGS AND TRAVEL	14,944.	0.		14,644.	
TO FORM 990-PF, PG 1, LN 23	448,156.	84,956.		275,523.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
UNREALIZED GAIN ON INVESTMENTS	2,116,481.				
CHANGE IN FIXED INDEX ANNUITY	50,008.				
TOTAL TO FORM 990-PF, PART III, LINE 3	2,166,489.				

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT & AGENCY BONDS	X		1,112,673.	1,112,673.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,112,673.	1,112,673.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,112,673.	1,112,673.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	13,413,242.	13,413,242.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,413,242.	13,413,242.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,981,706.	2,981,706.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,981,706.	2,981,706.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCK & BOND MUTUAL FUNDS	FMV	2,023,845.	2,023,845.
MUTUAL HEDGE FUND	FMV	15,302.	15,302.
PRIVATE EQUITY	FMV	1,042,561.	1,042,561.
REAL ESTATE INVESTMENTS	FMV	328,318.	328,318.
COMMODITIES	FMV	146,000.	146,000.
FIXED INDEX ANNUITY	FMV	1,050,170.	1,050,170.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,606,196.	4,606,196.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	24,269.	14,991.	9,278.
TOTAL TO FM 990-PF, PART II, LN 14	24,269.	14,991.	9,278.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST REC, PREPAIDS AND OTHER ASSETS	142,095.	60,539.	60,539.
PROGRAM RELATED INVESTMENT - LOAN RECEIVABLE, COMMUNITY LOAN FUND	250,000.	250,000.	250,000.
TO FORM 990-PF, PART II, LINE 15	392,095.	310,539.	310,539.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	2,855.	1,529.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,855.	1,529.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MS.SANDI VAN SCOYOC RESIDENT OF NEW BOSTON, NH NEW BOSTON, NH 03070	PRESIDENT 37.50	120,645.	16,850.	0.
MS. LINDA PIMENTA RESIDENT OF MANCHESTER, NH MANCHESTER, NH 03104	DIRECTOR 0.50	0.	0.	0.
DR. ANTHONY TAGLIAFERRO RESIDENT OF DURHAM, NH DURHAM, NH 03824	DIRECTOR 0.50	0.	0.	0.
ATTY. SANDRA MANN RESIDENT OF AMHERST, NH AMHERST, NH 03031	DIRECTOR 0.50	0.	0.	0.
MR. KEITH R. BALLINGALL RESIDENT OF MANCHESTER, NH MANCHESTER, NH 03104	TREASURER/VICE CHAIR 0.50	0.	0.	0.
DR. SHANNON MILLS RESIDENT OF CONCORD, NH CONCORD, NH 03301	DIRECTOR 0.50	0.	0.	0.
MR DONALD CRANDLEMIRE RESIDENT OF CONCORD, NH CONCORD, NH 03301	DIRECTOR 0.50	0.	0.	0.
MS. MARTHA MCLEOD RESIDENT OF FRANCONIA, NH FRANCONIA, NH 03580	CHAIR 0.50	0.	0.	0.
MR. TYLER BRANNEN RESIDENT OF NASHUA, NH NASHUA, NH 03062	DIRECTOR 0.50	0.	0.	0.
MR. MARC CULLEROT RESIDENT OF MANCHESTER, NH MANCHESTER, NH 03104	DIRECTOR 0.50	0.	0.	0.
MS. ELAINE VAN DYKE RESIDENT OF KINGSTON, NH KINGSTON, NH 03848	DIRECTOR 0.50	0.	0.	0.

HNH FOUNDATION, INC.

02-0497577

MS..KATHY CROMPTON
RESIDENT OF NEWFIELDS, NH
NEW FIELDS, NH 03856

DIRECTOR
0.50

0. 0. 0.

DR. STEVEN A. PARIS
RESIDENT OF BEDFORD, NH
BEDFORD, NH 03110

SECRETARY
0.50

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

120,645. 16,850. 0.

REALIZED GAINS AND LOSSES

HNH Foundation

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-26-12	01-04-13	2,100	Target Corp.	134,722.06	126,970.75	-7,751.31	
11-20-12	01-04-13	900	Target Corp.	56,706.25	54,416.04	-2,290.21	
05-08-12	01-04-13	2,370	UnitedHealth Group Inc.	130,751.66	124,667.84	-6,083.82	
05-30-12	01-04-13	1,130	UnitedHealth Group Inc.	63,379.35	59,440.79	-3,938.56	
01-05-11	01-11-13	200,000	Fiserv, Inc. 4.625% Due 10-01-20	195,200.00	218,550.00		23,350.00
08-17-12	01-22-13	2,000	Energizer Holdings, Inc	136,491.75	176,129.09	39,637.34	
08-24-12	01-22-13	1,000	Energizer Holdings, Inc	67,934.55	88,064.54	20,129.99	
01-20-11	01-23-13	1,300	AbbVie, Inc.	32,274.78	48,707.34		16,432.56
12-28-10	01-23-13	700	AbbVie, Inc.	17,325.80	26,227.03		8,901.23
12-28-10	01-23-13	700	Abbott Laboratories	15,895.50	22,971.05		7,075.55
01-20-11	01-23-13	1,300	Abbott Laboratories	29,610.38	42,660.53		13,050.15
06-03-11	01-23-13	5,000	Apollo Investment Corporation	54,153.95	44,738.24		-9,415.71
06-13-11	01-23-13	2,500	Apollo Investment Corporation	26,206.45	22,369.11		-3,837.34
07-21-11	01-23-13	1,000	Apollo Investment Corporation	10,032.98	8,947.65		-1,085.33
02-23-11	01-23-13	500	Hexcel Corp.	9,381.74	13,852.75		4,471.01
03-11-11	01-23-13	1,500	Hexcel Corp.	28,145.07	41,558.26		13,413.19
06-10-11	01-23-13	3,000	MasTec, Inc.	54,003.87	84,553.74		30,549.87
08-11-11	01-23-13	750	MasTec, Inc.	12,853.48	21,138.44		8,284.96
01-11-11	01-29-13	1,500	Amdocs Ltd.	41,496.70	54,104.27		12,607.57
12-21-10	01-29-13	500	Amdocs Ltd.	13,369.80	18,034.76		4,664.96
09-13-12	02-01-13	2,000	Owens Corning Inc.	67,967.67	84,268.76	16,301.08	
03-13-12	02-13-13	5,000	Intel Corp.	137,204.95	105,895.25	-31,309.70	
04-24-12	02-13-13	1,500	Intel Corp.	40,898.95	31,768.57	-9,130.38	
03-11-11	03-01-13	1,000	General Mills, Inc.	37,135.95	45,920.94		8,784.99
03-30-11	03-01-13	1,000	General Mills, Inc.	36,907.95	45,920.94		9,012.99
03-02-11	03-01-13	3,500	General Mills, Inc.	128,831.35	160,723.31		31,891.96
06-20-12	03-08-13	1,000	Rockwood Holdings, Inc.	47,754.28	64,510.70	16,756.42	
03-18-11	03-18-13	4,000	PartnerRe Ltd. 6.75% Series C	97,576.55	100,000.00		2,423.45
06-21-11	03-18-13	2,000	PartnerRe Ltd. 6.75% Series C	48,627.15	50,000.00		1,372.85
09-13-12	03-19-13	1,000	WisdomTree Emerging Mkts Equity Income Fd.	55,517.95	54,405.20	-1,112.75	
09-07-12	03-19-13	1,500	WisdomTree Emerging Mkts Equity Income Fd.	81,174.85	81,607.80	432.95	
05-10-11	04-04-13	500	Whiting Petroleum Corp.	32,534.24	23,198.65		-9,335.59
06-08-11	04-04-13	1,000	Whiting Petroleum Corp.	62,172.35	46,397.30		-15,775.05
09-07-11	04-04-13	1,000	Whiting Petroleum Corp.	45,673.25	46,397.30		724.05
10-05-11	04-04-13	1,000	Whiting Petroleum Corp.	34,840.75	46,397.31		11,556.56
07-21-11	04-05-13	2,000	Apollo Investment Corporation	20,065.97	16,421.26		-3,644.71
08-12-11	04-05-13	3,000	Apollo Investment Corporation	25,442.95	24,631.88		-811.07

REALIZED GAINS AND LOSSES

HNH Foundation

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-30-11	04-05-13	3,000	Apollo Investment Corporation	22,654.45	24,631.88		1,977.43
12-07-11	04-05-13	5,000	Apollo Investment Corporation	36,658.95	41,053.14		4,394.19
11-01-11	04-05-13	500	Cummins Inc.	48,393.40	56,360.66		7,967.26
12-15-11	04-05-13	300	Cummins Inc.	26,093.95	33,816.40		7,722.45
09-22-10	04-05-13	200	Cummins Inc.	15,357.00	22,544.26		7,187.26
03-18-11	04-12-13	6,000	Tetra Tech, Inc.	139,659.55	152,404.42		12,744.87
09-26-11	04-12-13	1,500	Tetra Tech, Inc.	28,793.20	38,101.11		9,307.91
09-07-12	04-15-13	10,000	Host Hotels & Resorts Inc.	162,704.95	172,510.19	9,805.24	
01-05-11	04-24-13	1,000	Walt Disney Co.	39,827.95	61,914.66		22,086.71
02-24-11	04-24-13	1,000	Gilead Sciences Inc.	19,402.27	50,600.92		31,198.65
01-11-11	04-26-13	1,000	Microsoft Corp.	28,162.47	31,572.57		3,410.09
12-16-10	04-26-13	2,300	Microsoft Corp.	64,190.70	72,616.92		8,426.22
03-02-11	04-26-13	2,000	Microsoft Corp.	52,466.95	63,145.15		10,678.20
12-15-11	04-26-13	2,000	Microsoft Corp.	51,364.95	63,145.15		11,780.20
03-04-03	04-26-13	700	Microsoft Corp.	16,331.00	22,100.80		5,769.80
06-21-12	05-06-13	1,000	Wolverine World Wide, Inc.	38,474.95	49,805.93	11,330.98	
01-28-11	05-06-13	500	Walt Disney Co.	19,402.13	32,686.82		13,284.69
06-28-11	05-29-13	1,000	iShares Barclays 1-3 Year Treasury Bond Fd	84,414.97	84,371.58		-43.39
06-03-11	05-29-13	800	Bank of Montreal	49,935.35	47,889.54		-2,045.81
01-24-11	05-29-13	1,000	Bank of Montreal	59,488.15	59,861.92		373.77
08-09-11	05-29-13	1,000	Bank of Montreal	57,965.45	59,861.92		1,896.47
12-21-10	05-29-13	1,200	Bank of Montreal	67,774.80	71,834.30		4,059.50
02-04-11	06-04-13	2,000	Golar LNG Ltd.	35,302.58	67,560.86		32,258.28
03-11-11	06-04-13	1,000	Golar LNG Ltd.	18,261.08	33,780.43		15,519.35
12-17-12	06-06-13	6,000	Ascena Retail Group, Inc.	113,426.95	108,265.15	-5,161.80	
12-31-12	06-06-13	2,000	Ascena Retail Group, Inc.	37,006.95	36,088.38	-918.57	
02-01-13	06-06-13	2,000	Ascena Retail Group, Inc.	34,028.95	36,088.38	2,059.43	
01-04-11	06-10-13	750	H.J. Heinz Co.	37,095.70	54,375.00		17,279.30
01-07-11	06-10-13	1,250	H.J. Heinz Co.	60,693.95	90,625.00		29,931.05
01-28-11	06-10-13	1,000	H.J. Heinz Co.	47,686.95	72,500.00		24,813.05
03-15-11	06-10-13	1,000	H.J. Heinz Co.	48,606.95	72,500.00		23,893.05
01-19-11	07-15-13	300,000	E.I DuPont	327,536.00	300,000.00		-27,536.00
			5.000% Due 07-15-13				
01-19-11	07-26-13	400	V. F. Corp.	32,937.91	79,418.11		46,480.20
01-19-11	07-30-13	200,000	Morgan Stanley	202,700.00	200,000.00		-2,700.00
			4.000% Due 07-30-20				
08-07-12	08-15-13	1,500	SunTrust Banks	36,502.04	51,651.80		15,149.76
12-21-10	08-28-13	2,000	Amdocs Ltd.	53,479.20	73,773.84		20,294.64
08-18-11	08-28-13	2,000	Amdocs Ltd.	52,346.95	73,773.84		21,426.89
08-12-11	09-13-13	5,000	Annaly Capital Management, Inc.	90,053.95	59,900.01		-30,153.94
04-21-11	09-19-13	5,000	Annaly Capital Management, Inc.	87,808.95	61,235.47		-26,573.48

REALIZED GAINS AND LOSSES

HNH Foundation

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-20-12	09-19-13	2,500	Annaly Capital Management, Inc.	36,556.45	30,617.73	-5,938.72	
02-03-12	09-23-13	2,000	SPDR KBW Regional Banking ETF	54,148.95	70,353.83		16,204.88
02-11-11	09-23-13	1,000	Express Scripts Holding Company	58,200.69	62,431.76		4,231.07
01-05-11	09-23-13	1,000	Gilead Sciences Inc.	18,716.79	62,675.96		43,959.17
03-02-11	09-23-13	1,000	Novartis AG - Sponsored ADR	57,447.95	76,611.92		19,163.97
04-19-13	09-27-13	500	IPG Photonics Corp.	31,228.95	28,973.32	-2,255.63	
04-29-13	09-27-13	500	IPG Photonics Corp.	30,892.57	28,973.32	-1,919.25	
06-28-12	10-07-13	1,000	Wolverine World Wide, Inc.	38,056.95	57,868.14		19,811.19
06-28-11	10-08-13	500	FedEx Corp.	46,621.95	56,147.18		9,525.23
07-22-11	10-08-13	500	FedEx Corp.	46,332.95	56,147.19		9,814.24
06-23-11	10-08-13	1,000	FedEx Corp.	92,258.75	112,294.37		20,035.62
05-03-07	10-08-13	600	EMC Corp.	9,260.64	14,777.11		5,516.47
07-09-08	10-08-13	500	EMC Corp.	6,739.75	12,314.26		5,574.51
05-10-10	10-08-13	200	EMC Corp.	3,599.98	4,925.70		1,325.72
12-17-10	10-08-13	2,300	EMC Corp.	52,851.70	56,645.59		3,793.89
01-19-11	10-08-13	2,400	EMC Corp.	58,064.95	59,108.45		1,043.50
06-13-11	10-08-13	1,500	EMC Corp.	39,380.95	36,942.78		-2,438.17
09-26-11	10-08-13	1,000	EMC Corp.	21,015.95	24,628.52		3,612.57
01-19-11	10-14-13	500	NextEra Energy, Inc.	27,042.27	40,356.15		13,313.87
01-07-08	10-14-13	5,000	iShares Gold Trust	42,650.00	61,849.97		19,199.97
01-05-11	10-21-13	500	China Mobile Limited ADR	24,963.45	26,478.51		1,515.06
12-16-10	10-21-13	1,000	China Mobile Limited ADR	49,178.80	52,957.02		3,778.22
03-02-11	10-21-13	1,000	China Mobile Limited ADR	47,427.95	52,957.02		5,529.07
03-18-11	10-21-13	1,000	China Mobile Limited ADR	45,076.95	52,957.02		7,880.07
02-04-11	10-24-13	3,000	Golar LNG Ltd.	52,953.87	110,883.82		57,929.95
01-23-13	10-28-13	2,000	Titan International, Inc.	48,220.55	28,825.91	-19,394.64	
04-30-13	10-28-13	2,000	Titan International, Inc.	44,373.95	28,825.91	-15,548.04	
12-03-12	10-28-13	5,000	Titan International, Inc.	106,335.45	72,064.77	-34,270.68	
01-22-13	10-28-13	1,000	Merck & Co., Inc.	43,084.25	45,365.23	2,280.98	
02-01-13	10-28-13	1,000	Merck & Co., Inc.	42,022.97	45,365.24	3,342.27	
05-16-12	11-06-13	75	Google, Inc.	47,124.36	76,432.72		29,308.36
09-19-12	11-06-13	500	HollyFrontier Corp.	20,496.83	21,697.64		1,200.81
06-21-12	11-06-13	500	HollyFrontier Corp.	16,122.84	21,697.65		5,574.81
08-22-12	12-11-13	1,200	iShares JPMorgan USD Emerging Markets Bond	142,256.11	129,845.23		-12,410.88
12-15-10	12-15-13	100,000	U.S. Treasury Note 0.750% Due 12-15-13	99,136.00	100,000.00		864.00
03-31-11	12-15-13	200,000	U.S. Treasury Note 0.750% Due 12-15-13	198,109.38	200,000.00		1,890.62
01-28-11	12-17-13	200,000	Bank of Nova Scotia 2.375% Due 12-17-13	205,250.00	200,000.00		-5,250.00

REALIZED GAINS AND LOSSES

HNH Foundation

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-07-08	12-17-13	2,500	iShares Gold Trust	21,325.00	29,844.53		8,519.53
TOTAL GAINS						122,076.69	939,995.52
TOTAL LOSSES						-147,024.06	-153,056.46
				6,599,783.69	7,361,775.37	-24,947.38	786,939.06
TOTAL REALIZED GAIN/LOSS			761,991.68				
CAPITAL GAIN DISTRIBUTIONS							
	03-28-13		Vanguard Short-Term Corporate Fund-Admiral			232.49	
	03-28-13		Vanguard Short-Term Corporate Fund-Admiral				790.46
	03-28-13		Vanguard Short-Term Federal Fund-Admiral			55.76	
	03-28-13		Vanguard Short-Term Federal Fund-Admiral				111.52
	04-05-13		Vanguard Intermediate-Term Bond ETF			60.00	
	04-05-13		Vanguard Intermediate-Term Bond ETF				606.00
	12-17-13		Vanguard Short-Term Corporate Fund-Admiral				883.45
	12-31-13		Vanguard Intermediate-Term Bond ETF				1,176.00
TOTAL DISTRIBUTIONS			3,915.68			348.25	3,567.43
						-24,599.13	790,506.49
TOTAL GAIN/LOSS			765,907.36				

The information contained herein has been obtained from sources believed to be reliable, but the accuracy of the information cannot be guaranteed