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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation Henry Family Foundation		A Employer identification number 02-0516848
Number and street (or P O box number if mail is not delivered to street address) PO Box 860	Room/suite	B Telephone number (see instructions) 603-863-1989
City or town, state or province, country, and ZIP or foreign postal code Grantham, NH 03753		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) ▶ \$ 543,075.13	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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	391.23	391.23		
	4 Dividends and interest from securities	11,711.11	11,711.11		
	5a Gross rents	0	0		
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	47,754.80			
	b Gross sales price for all assets on line 6a	180,562.38			
	7 Capital gain net income (from Part IV, line 2)		47,754.80		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0			
12 Total. Add lines 1 through 11	59,857.14	59,857.14	N/A		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages	0	0		0
	15 Pension plans, employee benefits	0	0		0
	16a Legal fees (attach schedule)	0	0		0
	b Accounting fees (attach schedule)	0	0		0
	c Other professional fees (attach schedule)	3,700.46	3,700.46		0
	17 Interest	0	0		0
	18 Taxes (attach schedule) (see instructions)	214.35	214.35		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy	0	0		0
	21 Travel, conferences, and meetings	0	0		0
	22 Printing and publications	0	0		0
	23 Other expenses (attach schedule)	236.54	0		236.54
	24 Total operating and administrative expenses. Add lines 13 through 23	4,151.36	3,914.81	N/A	236.54
	25 Contributions, gifts, grants paid	22,500.00			22,500.00
26 Total expenses and disbursements. Add lines 24 and 25	26,651.35	3,914.81	N/A	22,736.54	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	33,205.79				
b Net investment income (if negative, enter -0-)		55,942.33			
c Adjusted net income (if negative, enter -0-)			N/A		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		870.45	533.71	533.71
	2 Savings and temporary cash investments		56,699.14	32,861.64	32,861.64
	3 Accounts receivable ▶	0			
	Less: allowance for doubtful accounts ▶	0	0	0	0
	4 Pledges receivable ▶	0			
	Less: allowance for doubtful accounts ▶	0	0	0	0
	5 Grants receivable		0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0			
	Less: allowance for doubtful accounts ▶	0	0	0	0
	8 Inventories for sale or use		0	0	0
	9 Prepaid expenses and deferred charges		0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)		0	0	0
	b Investments—corporate stock (attach schedule)		197,736.73	247,498.13	309,773.51
	c Investments—corporate bonds (attach schedule)		184,619.60	192,526.74	199,906.27
	11 Investments—land, buildings, and equipment: basis ▶	0			
Liabilities	Less: accumulated depreciation (attach schedule) ▶	0	0	0	0
	12 Investments—mortgage loans		0	0	0
	13 Investments—other (attach schedule)		0	0	0
	14 Land, buildings, and equipment: basis ▶	0			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	0
	15 Other assets (describe ▶ 0)		0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		439,925.92	473,420.22	543,075.13
	17 Accounts payable and accrued expenses		0	0	
	18 Grants payable		0	0	
	19 Deferred revenue		0	0	
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21 Mortgages and other notes payable (attach schedule)		0	0	
	22 Other liabilities (describe ▶ 0)		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		0	0	
	25 Temporarily restricted		0	0	
	26 Permanently restricted		0	0	
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0	0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds		439,925.92	473,420.22	
	30 Total net assets or fund balances (see instructions)		439,925.92	473,420.22	
	31 Total liabilities and net assets/fund balances (see instructions)		439,925.92	473,420.22	

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	439,925.92
2 Enter amount from Part I, line 27a	2	33,205.79
3 Other increases not included in line 2 (itemize) ▶ Prior Period Adjustment	3	288.51
4 Add lines 1, 2, and 3	4	473,420.22
5 Decreases not included in line 2 (itemize) ▶ N/A	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	473,420.22

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 Attached Schedules				
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) FMV 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	46,471.14
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	1,283.66

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.

(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	22,759.22	453,505.38	0.0501851
2011	23,425.76	463,047.77	0.0505904
2010	19,447.04	449,840.59	0.0432310
2009	24,139.46	410,887.96	0.0587495
2008	23,308.14	491,289.37	0.0474428
2 Total of line 1, column (d)			2 .2501987
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 0.0500397
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 476,718.85
5 Multiply line 4 by line 3			5 23,854.89
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 559.42
7 Add lines 5 and 6			7 24,414.31
8 Enter qualifying distributions from Part XII, line 4 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.			8 22,736.54

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 type="checkbox"/> and enter 1% of Part I, line 27b			
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-)		0	
3	Add lines 1 and 2		1,118	84
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		1,118	84
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	155	31
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,200	00
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d		1,355	31
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		2	68
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		233	79
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 233.79 Refunded			

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?		✓
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
1c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
4b If "Yes," has it filed a tax return on Form 990-T for this year? <i>N/A</i>		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Delaware		
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? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	✓	
14	The books are in care of ▶ Allen Henry Telephone no. ▶ 603-863-1989 Located at ▶ 93 Longwood Drive, Grantham NH ZIP+4 ▶ 03753-0860			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 0			
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 ✓

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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
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 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.)	3b	N/A
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	✓

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

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

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

Organizations relying on a current notice regarding disaster assistance check here *N/A* . . . ► ☐

- 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.

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Sheila L. Henry ----- PO Box 860, Grantham NH 03753-0860	President, 2	0	0	0
Allen A. Henry II ----- PO box 860, Grantham NH	Treas./Secretary, 3	0	0	0
----- ----- -----				
----- ----- -----				

(a) Name and address of each employee paid more than \$50,000

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	0

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	450,300.99
b	Average of monthly cash balances	1b	33,677.54
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	483,978.53
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	483,978.53
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,259.68
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	476,718.85
6	Minimum investment return. Enter 5% of line 5	6	23,835.94

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	23,835.94
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,118.84
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,118.84
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,717.11
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	22,717.11
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	22,717.11

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	22,736.54
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,736.54
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,736.54

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				22,717.11
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			21,741.04	
b Total for prior years: 20 <u>0</u> , 20 <u>0</u> , 20 <u>0</u>		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	0			
b From 2009	0			
c From 2010	0			
d From 2011	0			
e From 2012	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>22,736.54</u>				
a Applied to 2012, but not more than line 2a			21,741.04	
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				(995.50)
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 instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				21,721.61
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	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	0			
b Excess from 2010	0			
c Excess from 2011	0			
d Excess from 2012	0			
e Excess from 2013	0			

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 2013, enter the date of the ruling . . . ▶	N/A				
b	Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 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 (a) 2013	Prior 3 years (b) 2012 (c) 2011 (d) 2010			(e) Total
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
a	"Assets" alternative test—enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test—enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Schedule				
Total			3a	22,500 00
b <i>Approved for future payment</i> NONE				
Total			3b	0

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	391.23	
4	Dividends and interest from securities			14	11,711.11	
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			14	47,754.80	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				59,857.14	
13	Total. Add line 12, columns (b), (d), and (e)				59,857.14	

(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? | | Yes | No |
|---|--|-----|----|
| 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. | | |

[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

**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

7/14/14
Date

President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no	
----------	--

PART I, Line 18c. Other Professional Fees		
Ledyard National Bank for 2013 investment portfolio management fees		\$3,700.48
PART I, Line 18. Taxes		
Estimated Taxes paid - 2012 Form 990-PF filing extension request		\$100.00
Foreign Taxes paid per Ledyard National Bank 2013 Tax Letter		\$114.35
Total		\$214.35
PART I, Line 23. Other Expenses		
National Registered Agents, Inc. for registration agent fee		\$189.00
Delaware Secretary of State for 2013 Delaware Annual Franchise Tax		\$25.00
Copying expense for filing 2012 Form 990-PF		\$10.50
United States Postal Service for stamps & postage		\$12.04
Total		\$236.54

PART II, Line 10b, Investments - Securities

Corporate Name	Number of Shares	Book Value	Fair Market Value
Federated Mun Ultra Short Fund #253	5,980,099	60,080.00	59,980.39
Goldman Sachs Strategic Income Fund	6,000	61,780.00	63,960.00
Federated Institutional HY Bd Fd	2,200,380	21,651.74	22,465.88
Vanguard Short Term Inv Grade Adm	5,000	49,035.00	53,500.00
Total - Corporate Bonds - Part 2, Line 10c		192,526.74	199,906.27
Mosaic Co	150	6,157.41	7,090.50
American Tower REIT, Cl A	125	6,828.29	9,977.50
Venzon Communications	100	3,726.91	4,914.00
Bed Bath & Beyond	75	4,744.74	6,022.50
General Motors	175	6,178.98	7,152.25
Grupo Televisa SA-Spons ADR	225	5,464.76	6,808.50
Mattel Inc	200	8,688.00	9,516.00
McDonalds Corp	75	5,650.53	7,277.25
Pepasco Inc	75	3,996.32	6,220.50
Exxon Mobil Corp	100	4,549.00	10,120.00
Marathon Oil Corp	175	4,871.61	6,177.50
Schlumberger Ltd	75	5,448.60	6,758.25
AFLAC Inc	3,609.96	5,344.00	5,344.00
BB & T Corp	150	4,394.86	5,598.00
Digital Realty Trust	80	4,892.29	3,929.60
Markel Corp	11	4,751.05	6,383.85
Allergan	71	6,498.97	7,886.68
Express Scripts Holding	75	3,918.34	5,268.00
Johnson & Johnson	50	3,892.51	4,579.50
McKesson Corp	35	2,821.89	5,649.00
Pfizer Inc	275	5,598.39	8,423.25
TEVA Pharmaceutical Industries SP ADR	150	5,803.93	6,012.00
Vanan Medical Systems	75	5,089.46	5,826.75
Deere & Company	75	6,434.84	6,849.75
Eaton Corp	75	4,132.71	5,709.00
Expeditors Intl Wash Inc	150	5,976.29	6,637.50
Rockwell Automation	50	3,478.33	5,908.00
Apple Inc	19	6,926.96	10,659.38
CA Inc	200	5,670.66	6,730.00
Cisco Systems	225	5,532.48	5,046.75
Ebay Inc	115	6,177.79	6,309.48
Google Inc Cl A	6	3,539.62	6,724.26
Intel Corp	312	6,270.24	8,097.96
Microsoft Corp	150	4,101.65	5,611.50
Oracle Corp	160	4,796.46	6,121.60
Texas Instruments	200	7,356.00	8,782.00
Amman Water Works Co	150	4,661.79	6,339.00
PPL Corp	150	4,336.62	4,513.50
Vanguard FTSE All-World Ex US Index Fund	345	15,994.26	17,501.85
1-Shares MSCI EAFE Small Cap Index Fund	180	7,724.66	9,176.40
Vanguard MSCI Euro EFT	335	17,111.33	19,698.00
Wisdomtree Japan Hedged Equity Fund	205	9,719.12	10,422.20
Total - Corporate Securities - Part 2, Line 10b		247,498.13	309,773.61
Total - Securities		440,024.87	509,679.78

PART IV Capital Gains and Losses for Tax on Investment Income

(a) Item Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost & Expense of Sale	(h) Gain or Loss
1379 3560 shs Federated Institutional Hi Yield	P	06/19/2012	01/29/2013	14,234.95	0	13,572.86	662.09
50 shs Fomento Economico Mex Spon ADR	P	06/27/2013	10/24/2013	4,570.15	0	4,931.95	(361.80)
230 shs i-Shares MSCI EAFE Index Fund	P	Various	08/05/2013	14,129.98	0	13,420.49	709.49
50 shs Rayonier	P	11/09/2012	09/20/2013	2,832.19	0	2,453.53	378.66
110 shs SPDR S&P China EFT	P	10/01/2012	06/14/2013	7,290.67	0	7,614.16	(323.49)
35 shs Vanguard Materials EFT	P	02/12/2013	08/22/2013	3,214.93	0	3,096.10	118.83
30 shs Vanguard Materials EFT	P	02/12/2013	08/27/2013	2,753.69	0	2,653.80	99.89
Short Term Transactions				49,026.56	0.00	47,742.89	1,283.66
Capital Gains Distribution @ 15%	P						485.79
250 shs AT&T Inc	P	01/14/2011	11/12/2013	8,742.20	0	7,090.30	1,651.90
25 shs Diageo PLC Spon ADR New	P	11/16/2011	01/09/2013	2,884.88	0	2,096.65	788.23
127 shs DuPont & Phelps Global Utility Inc Fd	P	Various	09/20/2013	2,312.19	0	2,403.89	(91.70)
10 shs Google Cl A	P	Various	10/23/2013	10,087.54	0	5,468.83	4,618.71
215 8272 shs Kinder Morgan Mgmt LLC Fractional	P	01/27/2011	03/07/2013	0.18	0	0.00	0.18
10 shs Mastercard Inc Cl A	P	Various	10/16/2013	6,924.10	0	3,483.41	3,440.69
25 shs McKesson HBCO	P	11/17/2011	05/29/2013	2,848.14	0	2,015.64	832.50
100 shs Nike Inc Cl B	P	03/28/2011	04/02/2013	5,887.36	0	3,815.04	2,072.32
100 shs Rayonier	P	08/01/2011	09/20/2013	5,664.38	0	3,866.73	1,797.65
50 shs Walt Disney	P	01/03/2012	05/09/2013	3,274.24	0	1,911.14	1,363.10
75 shs Apple Computer	P	01/03/2012	08/05/2013	4,945.79	0	2,866.72	2,079.07
11 shs Bristol Myers Squibb	P	Various	09/11/2013	5,137.48	0	3,373.68	1,763.80
100 shs Bristol Myers Squibb	P	01/23/2009	04/02/2013	4,163.90	0	2,251.47	1,912.43
300 shs EMC Corporation	P	01/23/2009	07/12/2013	6,785.87	0	3,377.20	3,408.67
50 shs Honeywell Intl	P	11/23/2010	03/06/2013	7,207.37	0	6,435.00	772.37
100 shs Honeywell Intl	P	12/15/2010	12/09/2013	8,141.85	0	5,267.97	2,873.88
25 shs Kimberly-Clark Corp	P	09/02/2010	04/02/2013	3,702.41	0	2,095.24	1,607.17
45 shs Kimberly-Clark Corp	P	07/28/2008	06/04/2013	7,774.15	0	4,190.48	3,583.67
55 shs Kimberly-Clark Corp	P	07/28/2008	04/24/2013	2,489.94	0	1,411.24	1,078.70
182 0486 shs Kinder Morgan Mgmt LLC Fractional	P	11/12/2010	11/01/1913	4,678.34	0	2,540.23	2,138.11
75 shs Praxair	P	11/12/2010	03/07/2013	5,940.20	0	3,104.72	2,835.48
200 shs TransCanada Corp	P	11/17/2010	04/02/2013	8,309.11	0	0.00	0.15
50 shs United Parcel Services Inc	P	09/29/2008	02/19/2013	9,343.97	0	7,097.85	2,246.12
Long Term Transactions		05/26/2009	04/30/2013	4,290.08	0.00	2,558.90	1,731.18
				131,535.82	0.00	85,530.47	46,471.14
Total Gains & Losses				180,562.38	0.00	133,273.36	47,754.80

PART XV Line 3a Grants and Contributions Paid During the Year

(a) Name and Address	(b) Individual Recipient Relationship to Foundation Manager or Substantial Contributor	(c) Foundation Status of Recipient	(d) Purpose of Grant or Contribution	(e) Amount
New London Hospital 273 County Road New London, NH 03257	N/A	501(c)(3)	Support 2013 Annual Fund	\$500 00
Women's Fund of New Hampshire Two Delta Drive Concord, NH 03301	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$500 00
Appalachian Mountain Club 5 Joy Street Boston, MA 02108-1490	N/A	501(c)(3)	Support 2013 President's Society	\$2,000 00
Phoenix Children's Hospital Foundation 2929 East Camelback Road Suite 122 Phoenix, AZ 85016	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$500 00
Lake Superior Regional Visiting Nurses Association & Hospice PO Box 2209 New London, NH 03257	N/A	501(c)(3)	Support 2013 health care programs and operations	\$1,000 00
Wheaton College 26 East Main Street Norton, MA 02766	N/A	501(c)(3)	Support 2013-14 Annual Fund	\$2,000 00
Wheaton College 28 East Main Street Norton, MA 02766	N/A	501(c)(3)	2013 contribution to named scholarship fund	\$1 500 00
Upper Valley Humane Society 300 Old Route 10 Enfield, NH 03748	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$1,000 00
Eastman Charitable Foundation PO Box 53 Grantham, NH 03753	N/A	501(c)(3)	Support 2013 programs to improve and protect Eastman's water resources	\$500 00
Miss Porter's School 60 Main Street Farmington, CT 06032	N/A	501(c)(3)	5th & final year payment of pledge for annual fund support & 1960 Reunion Project	\$2,000 00
N A A C Food Pantry PO Box 672 Newport NH 03773	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$1,000 00
Bradford-Newbury-Sutton Youth Sports PO Box 291 Bradford, NH 03221	N/A	501(c)(3)	Support 2013 season programs	\$500 00
Thacher School 5025 Thacher Road Ojai, CA 93023	N/A	501(c)(3)	Support 2013-14 Annual Fund	\$1,000 00
Plymouth State University 17 High Street Plymouth NH 03264	N/A	501(c)(3)	Support 2013-14 Annual Fund	\$500 00

PART XV. Line 3a. Grants and Contributions Paid During the Year

(a) Name and Address	(c) Individual Recipient Relationship to Foundation or Manager or Substantial Contributor	(c) Foundation Status of Recipient	(d) Purpose of Grant or Contribution	(e) Amount
Skidmore College 815 North Broadway Saratoga Springs, NY 12866	N/A	501(c)(3)	Support 2013-14 Annual Fund	\$500 00
Brown University Box 1877 Providence RI 02912	N/A	501(c)(3)	Support 2013-14 Annual Fund	\$500 00
Nashoba Brooks School 200 Strawberry Hill Road Concord, MA 01741	N/A	501(c)(3)	Restricted contribution to support 2013-14 Extended Day Program	\$1,000 00
Phoenix Country Day School 3901 E Stanford Drive Paradise Valley, AZ 85253	N/A	501(c)(3)	Support 2013-14 Annual Fund	\$1 500 00
Free Arts of Arizona 103 West Highland Avenue, Ste 200 Phoenix AZ 85013	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$500 00
Upper Valley/Haven 713 Hartford Avenue White River Junction VT 05001	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$500 00
LISTEN Community Services 60 Hanover Street Lebanon NH 03766	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$500 00
Claremont Soup Kitchen PO Box 857 Claremont, NH 03743	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$500 00
Choate Rosemary Hall 333 Christian Street Wallingford, CT 06494	N/A	501(c)(3)	Support 2013-14 Annual Fund	\$1,000 00
Turning Points Network 11 School Street Claremont, NH 03743	N/A	501(c)(3)	Unrestricted contribution to support 2013 programs	\$1 000 00
David's House PO Box 660 Lebanon, NH 03766	N/A	501(c)(3)	Restricted contribution to support Capital Campaign	\$500 00
Total				\$22,500 00