Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: GILBERT VERNEY FOUNDATION

A Employer identification number: 02-6007363

Number and street (or P O box number if mail is not delivered to street address): C/O RICHARD G. VERNEY, 117 ANTRIM ROAD

Room/suite:

B Telephone number: 603-588-3311

City or town, state or province, country, and ZIP or foreign postal code: BENNINGTON, NH 03442

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,504,449.

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

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(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	150,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	32.	32.		STATEMENT 1
	4	Dividends and interest from securities	51,257.	51,257.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	160,192.			
	b	Gross sales price for all assets on line 6a 1,245,379.				
	7	Capital gain net income (from Part IV, line 2)		160,192.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	361,481.	211,481.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	4,043.	2,021.		2,022.
	c	Other professional fees STMT 4	28,169.	28,169.		0.
	17	Interest				
	18	Taxes STMT 5	1,947.	1,947.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	11,245.	0.		11,245.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,404.	32,137.		13,267.
	25	Contributions, gifts, grants paid	686,040.			334,540.
	26	**Total expenses and disbursements.** Add lines 24 and 25	731,444.	32,137.		347,807.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-369,963.			
	b	**Net investment income** (if negative, enter -0-)		179,344.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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	104,090.	95,389.	95,389.
	2	Savings and temporary cash investments	99,435.	16,112.	16,112.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 150,000.			
		Less: allowance for doubtful accounts ▶	150,000.	150,000.	150,000.
	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 7	67,718.	23,044.	23,044.
	b	Investments - corporate stock STMT 8	1,411,962.	1,818,660.	1,818,660.
	c	Investments - corporate bonds STMT 9	697,925.	401,244.	401,244.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,531,130.	2,504,449.	2,504,449.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	95,000.	376,500.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	95,000.	376,500.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,436,130.	2,127,949.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	2,436,130.	2,127,949.	
	31	**Total liabilities and net assets/fund balances**	2,531,130.	2,504,449.	

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	2,436,130.
2	Enter amount from Part I, line 27a	2	-369,963.
3	Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON INVESTMENTS	3	61,900.
4	Add lines 1, 2, and 3	4	2,128,067.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL ESTIMATED TAXES PAID	5	118.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,127,949.

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	MS #116176 573	P	VARIOUS	12/13/13
b	MS #116176 573	P	VARIOUS	12/13/13
c	MS #116176 573 - ST CAP GAIN	P	VARIOUS	12/13/13
d	GREEN HAVEN K-1	P	VARIOUS	12/13/13
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	143,709.		143,800.	-91.
b	1,100,354.		941,382.	158,972.
c	1,316.			1,316.
d			5.	-5.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-91.
b				158,972.
c				1,316.
d				-5.
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 } 2 160,192.

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	188,068.	2,304,265.	.081617
2011	178,583.	2,386,968.	.074816
2010	247,388.	2,427,757.	.101900
2009	243,587.	2,291,305.	.106309
2008	231,293.	2,791,775.	.082848

2	Total of line 1, column (d)	2	.447490
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	.089498
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,332,273.
5	Multiply line 4 by line 3	5	208,734.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,793.
7	Add lines 5 and 6	7	210,527.
8	Enter qualifying distributions from Part XII, line 4	8	347,807.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,793.
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	1,793.
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	1,793.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,520.		
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	1,520.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	273.
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** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RICHARD G. VERNEY Telephone no. ▶603-588-3311

Located at ▶ANTRIM ROAD, BENNINGTON, NH ZIP+4 ▶03442

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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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	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD VERNEY 117 ANTRIM ROAD BENNINGTON, NH 03442	PRESIDENT 1.00	0.	0.	0.
E. GEOFFREY VERNEY 117 ANTRIM ROAD BENNINGTON, NH 03442	TRUSTEE 1.00	0.	0.	0.
LUMINA V. GREENWAY 117 ANTRIM ROAD BENNINGTON, NH 03442	TRUSTEE 1.00	0.	0.	0.

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

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

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

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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
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	2,210,277.
b	Average of monthly cash balances			1b	157,513.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,367,790.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	2,367,790.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	35,517.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,332,273.
6	**Minimum investment return.** Enter 5% of line 5			6	116,614.

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	116,614.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,793.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,793.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	114,821.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	114,821.
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	114,821.

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	347,807.
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	347,807.
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	1,793.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	346,014.

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.

Form **990-PF** (2013)

323571
10-10-13

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					114,821.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	92,718.				
b From 2009	129,538.				
c From 2010	127,488.				
d From 2011	62,146.				
e From 2012	74,370.				
f **Total** of lines 3a through e		486,260.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	347,807.				
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					114,821.
e Remaining amount distributed out of corpus		232,986.			
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		719,246.			
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					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		92,718.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		626,528.			
10 Analysis of line 9:					
a Excess from 2009	129,538.				
b Excess from 2010	127,488.				
c Excess from 2011	62,146.				
d Excess from 2012	74,370.				
e Excess from 2013	232,986.				

Form **990-PF** (2013)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
LESS PRIOR YEAR PLEDGES - SEE ATTACHED STATEMENT	NONE	PUBLIC	CHARITABLE - SEE ATTACHED STATEMENT	404,540.
SEE ATTACHED STATEMENT	NONE	PUBLIC	CHARITABLE - SEE ATTACHED STATEMENT	-70,000.
Total			▶ 3a	334,540.
b Approved for future payment				
SEE ATTACHED STATEMENT	NONE	PUBLIC	CHARITABLE - SEE ATTACHED STATEMENT	351,500.
Total			▶ 3b	351,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	32.	
4 Dividends and interest from securities			14	51,257.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	160,192.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		211,481.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 211,481.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

▶ Signature of officer or trustee | 5-15-14 Date | ▶ DIRECTOR Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
PHILIP A. LAPP, CPA		5/13/2014		P00356904

Firm's name ▶ GALLAGHER, FLYNN & COMPANY, LLP | Firm's EIN ▶ 03-0225774

Firm's address ▶ 45 LYME RD, SUITE 205
HANOVER, NH 03755

Phone no. 603.643.0043

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization

GILBERT VERNEY FOUNDATION

Employer identification number

02-6007363

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

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

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

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

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

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization

GILBERT VERNEY FOUNDATION

Employer identification number

02-6007363

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MONADNOCK PAPER MILLS, INC 117 ANTRIM ROAD BENNINGTON, NH 03442-4205	$ 150,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
GILBERT VERNEY FOUNDATION	02-6007363

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

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

Name of organization	Employer identification number
GILBERT VERNEY FOUNDATION	02-6007363

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	32.	32.	
TOTAL TO PART I, LINE 3	32.	32.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	51,257.	0.	51,257.	51,257.	
TO PART I, LINE 4	51,257.	0.	51,257.	51,257.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,043.	2,021.		2,022.
TO FORM 990-PF, PG 1, LN 16B	4,043.	2,021.		2,022.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	28,169.	28,169.		0.
TO FORM 990-PF, PG 1, LN 16C	28,169.	28,169.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,947.	1,947.		0.
TO FORM 990-PF, PG 1, LN 18	1,947.	1,947.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREENHAVEN K-1 INVEST EXP	883.	0.		883.
GREENHAVEN K-1 OTHER EXPENSE	10,362.	0.		10,362.
TO FORM 990-PF, PG 1, LN 23	11,245.	0.		11,245.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		23,044.	23,044.
TOTAL U.S. GOVERNMENT OBLIGATIONS			23,044.	23,044.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			23,044.	23,044.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,818,660.	1,818,660.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,818,660.	1,818,660.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	401,244.	401,244.
TOTAL TO FORM 990-PF, PART II, LINE 10C	401,244.	401,244.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD G. VERNEY
C/O MONADNOCK PAPER MILLS
BENNINGTON, NH 03442

TELEPHONE NUMBER

603-588-3311

FORM AND CONTENT OF APPLICATIONS

NO STANDARD FORM OR FORMAT REQUIRED

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO CONTRIBUTIONS MAY BE MADE TO ANY RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL ORGANIZATION, THE EARNINGS OF WHICH INURE TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER OR INDIVIDUAL OR THE SUBSTANTIAL PART OF THE ACTIVITIES OF WHICH IS CARRYING ON PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION.

THE GILBERT VERNEY FOUNDATION
SCHEDULE OF CONTRIBUTIONS PAID
YEAR ENDED DECEMBER 31, 2013
- SEE ACCOUNTANTS' REVIEW REPORT -

Payee	Amount
A Safe Place	$ 1,350
All Saints' Parish	17,250
American Red Cross	1,000
Bonefish & Tarpon Trust	5,000
Boston MedFlight	575
Child and Family Services	2,200
Community Foundation for Nantucket	1,750
Crotched Mountain Foundation	10,000
CVCSF	3,500
Dartmouth-Hitchcock Medical Center	300
Dexter School	925
Egan Maritime Institute	525
Family & Children's Services of Nantucket	750
Foundation Fighting Blindness	6,500
Francestown Land Trust, Inc.	5,000
Friends of Boca Grande Community Center	1,000
Friends of Bridges House	250
GFWC WCSC	3,500
Grand Monadnock Youth Choirs	425
Granite State Woodland Institute	5,000
Hancock Improvement Association, Inc.	10,000
Harris Center	3,600
HCS	550
Island Institute	600
Jonnycake Center	2,500
Land Trust Alliance	550
Linda Loring Nature Foundation	1,250
MAPS Counseling Services	7,000
Maria Mitchell Association	1,150
Mariposa Museum & World Culture Center	4,500
Massachusetts General Hospital	12,500
MATS	500
MBL	575
MCELC	1,000
Monadnock At Home	275
Monadnock Chorus	2,250
Monadnock Community Hospital	10,000
Monadnock Conservancy	300
Monadnock Humane Society	500
Monadnock Music	1,000
Subtotal (forward)	$ 127,400

THE GILBERT VERNEY FOUNDATION

SCHEDULE OF CONTRIBUTIONS PAID

YEAR ENDED DECEMBER 31, 2013

- SEE ACCOUNTANTS' REVIEW REPORT -

Payee	Amount
Subtotal (forwarded)	$ 127,400
Monadnock Summer Lyceum	350
Mount Washington Observatory	600
Nantucket Arts Council	400
Nantucket Atheneum	1,400
Nantucket Boys & Girls Club	3,000
Nantucket Community Sailing	5,000
Nantucket Conservation Foundation, Inc.	50,000
Nantucket Historical Association	55,000
Nantucket Ice	1,000
Nantucket Land Council, Inc.	1,400
Nantucket Lighthouse School	1,300
Nantucket Preservation Trust	325
NCMC	350
New England Forestry Foundation	5,000
New Hampshire Charitable Foundation	800
New Hampshire Historical Society	13,900
New Hampshire Lakes Association	300
New Hampshire Leadership Series	5,000
New Hampshire Preservation Alliance	725
NH Audubon	1,000
NH Children's Trust	550
NHPR	1,000
NMHS	500
Northern Forest Center	1,000
Northern Woodlands	325
Old Meeting House of Francestown	2,500
Palliative & Supportive Care of Nantucket	1,400
Penobscot Marine Museum	525
Peterborough Players	12,500
PUUC	5,500
Sharon Arts Center	11,500
Small Friends on Nantucket	800
Spaulding Youth Center Foundation	250
SPNHF	12,500
St. George's School	16,500
St. Paul's	5,000
Sustainable Nantucket	550
The Cornucopia Project	550
The Family Resource Center	1,000
Subtotal (forward)	$ 348,700

THE GILBERT VERNEY FOUNDATION

SCHEDULE OF CONTRIBUTIONS PAID

YEAR ENDED DECEMBER 31, 2013

Payee	Amount
Subtotal (forwarded)	$ 348,700
The Grapevine	9,000
The Homestead	450
The MacDowell Colony	12,500
The Mayhew Program	1,200
The Park Theatre	2,500
The Place To Go, Inc.	3,500
The River Center	1,565
The Trustees of Reservations	600
The Well School	12,500
Theatre Workshop of Nantucket	300
Thompson Island Outward Bound	2,500
Touchstone Farm	425
Town of South Kingston Adult Day Care	1,500
Two Centre Street Restoration	400
Upper Valley Haven	2,250
WGBH	2,500
WHOI	800
Women's Fund of New Hampshire	600
Woods Hole Research Center	750
	$ 404,540

12/31/12 Pledges Payable	2013
All Saints' Parish	2,500
Francestown Land Trust, Inc.	5,000
Peterborough Players	12,500
The Well School	12,500
Massachusetts General Hospital	12,500
The MacDowell Colony Campaign for the Second Century	12,500
SPNHF	12,500
	70,000

New 2013 Pledges	
Hancock Improvement Assoc.	10,000
MAPS Counseling Services	14,000
Nantucket Community Sailing	5,000
Nantucket Conservation Fund	150,000
Nantucket Historical Association	150,000
New England Forestry Foundation	5,000
NH Historical Society	12,500
Old Meeting House of Francestown	5,000
	351,500

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE GILBERT VERNEY FOUNDATION
ATTN· RICHARD G VERNEY, PRES
MONADNOCK PAPER MILLS, INC.
117 ANTRIM ROAD
BENNINGTON NH 03442-4205

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number	26-4310632
Taxpayer ID Number	02-6007363
Account Number:	422 116176 573

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES BARCLAYS AGENCY BND FD	CUSIP: 464288166		Symbol (Box 1d). AGZ					
	402 000	12/26'12	05/07 13	$45,598 96	$45,578 84	$0 00	$20 12	$0 00
ISHARES BARCLAYS 0-5 YR TIPS	CUSIP: 46429B747		Symbol (Box 1d): STIP					
	220 000	12/26'12	05/07/13	$22 597 89	$22 646 52	$0 00	($48 63)	$0 00
ISHARES IBOXX INVEST GR COR FD	CUSIP: 464287242		Symbol (Box 1d): LOD					
	327 000	12/26/12	05/07/13	$39 638 65	$39 559 05	$0 00	$79 60	$0 00
ISHARES INTL TRESURY BND	CUSIP: 464288117		Symbol (Box 1d): IGOV					
	5 000	05/07'13	12/13/13	$502 24	$505 70	$0 00	($3 46,	$0 00
	2.000	05/07'13	12/23/13	$199.79	$202.28	$0 00	($2.49,	$0.00
Security Subtotal	7.000			$702.03	$707.98	$0.00	($5,95)	$0.00
ISHARES MSCI CANADA INDEX FD	CUSIP: 464286509		Symbol (Box 1d): EWC					
	760 000	12/26/12	05/07/13	$21 409 26	$21 423 03	$0 00	($13 77,	$0 00
ISHARES MSCI JAPAN ETF	CUSIP: 464286848		Symbol (Box 1d). EWJ					
	179 000	05/07'13	12 13/13	$2,109 03	$2 101 44	$0 00	$7 59	$0 00
	184 000	05/07 13	12 23/13	$2,184 83	$2,160 14	$0 00	$24 69	$0 00
Security Subtotal	363 000			$4,293.86	$4,261.58	$0 00	$32.28	$0.00
VANGUARD TOTAL BOND MARKET	CUSIP 921937835		Symbol (Box 1d): BND					
	37 000	05/07 13	12/13/13	$2 975 48	$3,097 57	$0 00	($122 09)	$0 00
	38 000	05/07 13	12/23/13	$3 060 84	$3,181 28	$0 00	($120 44)	$0 00
Security Subtotal	75 000			$6,036 32	$6,278 85	$0 00	($242 53)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE GILBERT VERNEY FOUNDATION
ATTN· RICHARD G. VERNEY, PRES
MONADNOCK PAPER MILLS, INC.
117 ANTRIM ROAD
BENNINGTON NH 03442-4205

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number: 02-6007363
Account Number: 422 116176 573

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WISDOMTREE TRUST JAPN HEDGE EQ	CUSIP: 9771/W851	Symbol (Box 1d): DXJ						
	34 000	05/07·13	12/13/13	$1 675 83	$1 647 77	$0 00	$28 06	$0 00
	35 000	05/07/13	12/23/13	$1,755.91	$1,696.24	$0 00	$59 67	$0 00
Security Subtotal	69.000			$3,431.74	$3,344.01	$0.00	$87.73	$0.00
Total Short Term Covered Securities				**$143,708.71**	**$143,799.86**	**$0.00**	**($91 15)**	**$0.00**

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE GILBERT VERNEY FOUNDATION
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117 ANTRIM ROAD
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities *

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GREENHAVEN CONTINUOUS CMDTY	CUSIP: 395258106		Symbol (Box 1d): GCC					
	133.000	02/18/11	12/13/13	$3,433.00	$4,627.44	$0.00	($1,194.44)	$0.00
	136.000	02/18/11	12/23/13	$3,511.52	$4,731.82	$0.00	($1,220.30)	$0.00
Security Subtotal	**289.000**			**$6,944.52**	**$9,359.26**	**$0.00**	**($2,414.74)**	**$0.00**
ISHARES BARCLAYS AGENCY BND FD	CUSIP: 464288166		Symbol (Box 1d): AGZ					
	393.000	11/01/11	05/07/13	$44,578.09	$44,315.78	$0.00	$262.31	$0.00
ISHARES BARCLAYS MBS BOND FUND	CUSIP: 464288588		Symbol (Box 1d): MBB					
	522.000	06/23/10	05/07/13	$56,239.02	$57,122.29	$0.00	($883.27)	$0.00
	124.000	02/18/11	05/07/13	$13,359.46	$12,987.02	$0.00	$372.44	$0.00
	16.000	04/21/11	05/07/13	$1,723.80	$1,691.07	$0.00	$32.73	$0.00
	365.000	11/01/11	05/07/13	$39,324.22	$39,364.23	$0.00	($40.01)	$0.00
Security Subtotal	**1,027.000**			**$110,646.50**	**$111,164.61**	**$0.00**	**($518.11)**	**$0.00**
ISHARES BARCLAYS 0-5 YR TIPS	CUSIP: 46429B747		Symbol (Box 1d): STIP					
	205.000	04/18/11	05/07/13	$21,057.13	$21,008.92	$0.00	$48.21	$0.00
	12.000	04/21/11	05/07/13	$1,232.61	$1,230.87	$0.00	$1.74	$0.00
Security Subtotal	**217.000**			**$22,289.74**	**$22,239.79**	**$0.00**	**$49.95**	**$0.00**
ISHARES BARCLAYS 3-7 YR TREAS	CUSIP: 464288661		Symbol (Box 1d): IEI					
	184.000	11/01/11	05/07/13	$22,757.18	$22,369.98	$0.00	$387.20	$0.00
ISHARES IBOXX $ H/Y COR BD ETF	CUSIP: 464288513		Symbol (Box 1d): HYG					
	506.000	06/23/10	05/07/13	$48,611.34	$43,267.20	$0.00	$5,344.14	$0.00
	382.000	02/18/11	05/07/13	$36,698.68	$35,253.94	$0.00	$1,444.74	$0.00
	5.000	04/18/11	05/07/13	$480.35	$457.89	$0.00	$22.46	$0.00
	33.000	04/21/11	05/07/13	$3,170.30	$3,044.76	$0.00	$125.54	$0.00
	38.000	07/13/11	05/07/13	$3,650.66	$3,458.33	$0.00	$192.33	$0.00

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number 26-4310632

THE GILBERT VERNEY FOUNDATION
ATTN· RICHARD G. VERNEY, PRES.
MONADNOCK PAPER MILLS, INC.
117 ANTRIM ROAD
BENNINGTON NH 03442-4205

Taxpayer ID Number 02-6007363
Account Number: 422 116176 573

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES IBOXX $ H-Y COR BD ETF	6.000	07/13/11	12/13/13	$557.15	$546.05	$0.00	$11.10	$0.00
	6.000	07/13/11	12/23/13	$558.89	$546.05	$0.00	$12.84	$0.00
Security Subtotal	**976.000**			**$93,727.37**	**$86,574.22**	**$0.00**	**$7,153.15**	**$0.00**
ISHARES IBOXX INVEST GR COR FD	CUSIP: 464287242		Symbol (Box 1d): LQD					
	529.000	06/23/10	05/07/13	$64,124.89	$56,814.07	$0.00	$7,310.82	$0.00
	324.000	02/18/11	05/07/13	$39,274.98	$34,986.17	$0.00	$4,288.81	$0.00
	18.000	04/21/11	05/07/13	$2,181.94	$1,970.34	$0.00	$211.60	$0.00
	199.000	07/13/11	05/07/13	$24,122.60	$22,229.43	$0.00	$1,893.17	$0.00
	280.000	11/01/11	05/07/13	$33,941.34	$32,192.92	$0.00	$1,748.42	$0.00
Security Subtotal	**1,350.000**			**$163,845.75**	**$148,192.93**	**$0.00**	**$15,452.82**	**$0.00**
ISHARES JP MORGAN EM BOND ETF	CUSIP: 464288281		Symbol (Box 1d): EMB					
	623.000	06/23/10	05/07/13	$75,474.75	$64,705.71	$0.00	$10,769.04	$0.00
	149.000	02/18/11	05/07/13	$18,050.94	$15,673.31	$0.00	$2,377.63	$0.00
	132.000	04/18/11	05/07/13	$15,991.45	$14,052.48	$0.00	$1,938.97	$0.00
	5.000	04/18/11	12/13/13	$541.44	$532.29	$0.00	$9.15	$0.00
	5.000	04/18/11	12/23/13	$544.74	$532.29	$0.00	$12.45	$0.00
Security Subtotal	**914.000**			**$110,603.32**	**$95,496.08**	**$0.00**	**$15,107.24**	**$0.00**
ISHARES MSCI CANADA INDEX FD	CUSIP. 464286509		Symbol (Box 1d): EWC					
	816.000	06/23/10	05/07/13	$22,986.77	$21,623.18	$0.00	$1,363.59	$0.00
	624.000	02/18/11	05/07/13	$17,578.12	$20,740.45	$0.00	($3,162.33)	$0.00
	71.000	07/13/11	05/07/13	$2,000.07	$2,268.85	$0.00	($268.78)	$0.00
	128.000	11/01/11	05/07/13	$3,605.77	$3,469.99	$0.00	$135.78	$0.00
Security Subtotal	**1,639.000**			**$46,170.73**	**$48,102.47**	**$0.00**	**($1,931.74)**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE GILBERT VERNEY FOUNDATION
ATTN: RICHARD G. VERNEY, PRES
MONADNOCK PAPER MILLS, INC.
117 ANTRIM ROAD
BENNINGTON NH 03442-4205

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number:	26-4310632
Taxpayer ID Number	02-6007383
Account Number:	422 116176 573

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES MSCI EMERGING MKTS ETF	CUSIP: 464287234		Symbol (Box 1d): EEM					
	189 000	06/23/10	12/13/13	$7 719 38	$7,461 34	$0 00	$258 04	$0 00
	194 000	06/23/10	12/23/13	$7,918 98	$7,658 73	$0 00	$260 25	$0 00
Security Subtotal	383 000			$15,638.36	$15,120.07	$0.00	$518.29	$0.00
ISHARES MSCI PAC EX-JPN ETF	CUSIP: 464286665		Symbol (Box 1d): EPP					
	40 000	04/18/11	12 13/13	$1,830 36	$1 945 93	$0 00	($115.57)	$0 00
	41 000	04/18 11	12/23/13	$1,895 80	$1,994 58	$0 00	($98 78)	$0 00
Security Subtotal	81.000			$3,726.16	$3,940.51	$0.00	($214.35)	$0.00
ISHARES RUSSELL MIDCAP G ETF	CUSIP: 464287481		Symbol (Box 1d): IWP					
	58 000	06/23 10	05/07/13	$4,179 96	$2 696 32	$0 00	$1 483 64	$0 00
	14 000	06/23/10	12/13/13	$1 134 12	$650 84	$0 00	$483 28	$0 00
	15 000	06/23/10	12 23 13	$1,249.02	$697 32	$0 00	$551 70	$0 00
Security Subtotal	87.000			$6,563.10	$4,044.48	$0 00	$2,518.62	$0.00
ISHARES RUSSELL MIDCAP V ETF	CUSIP. 464287473		Symbol (Box 1d): IWS					
	84 000	06/23/10	05 07/13	$4,925 64	$3 239 80	$0 00	$1,685 84	$0 00
	18 000	06/23 10	12 13/13	$1 142 26	$694 24	$0 00	$448 02	$0 00
	18.000	06/23/10	12 23 13	$1 168.35	$694 24	$0 00	$474 11	$0 00
Security Subtotal	120.000			$7,236.25	$4,628.28	$0 00	$2,607.97	$0.00
ISHARES RUSSELL 1000 GRW ETF	CUSIP: 464287614		Symbol (Box 1d): IWF					
	1,271 000	06/23 10	05 07/13	$94 105 27	$61 984 38	$0 00	$32 120 89	$0 00
	69 000	06/23 10	12 13/13	$5 705 51	$3 365 01	$0 00	$2 340 50	$0 00
	70 000	06/23 10	12 23 13	$5 935 19	$3 413 77	$0 00	$2 521 42	$0 00
Security Subtotal	1,410.000			$105,745.97	$68,763 16	$0 00	$36,982 81	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number 26-4310632

THE GILBERT VERNEY FOUNDATION
ATTN: RICHARD G. VERNEY, PRES
MONADNOCK PAPER MILLS, INC.
117 ANTRIM ROAD
BENNINGTON NH 03442-4205

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities ‡ (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES RUSSELL 1000 VALUE ETF	CUSIP: 464287598		Symbol (Box 1d): IWD					
	1 362 000	06/23/10	05/07/13	$113 683 73	$77,958 70	$0 00	$35 725 03	$0 00
	31 000	06/23/10	12/13/13	$2,821 88	$1,774 39	$0 00	$1,047 49	$0 00
	31 000	06/23/10	12/23/13	$2,884,18	$1,774,39	$0 00	$1,109 79	$0.00
Security Subtotal	**1,424.000**			**$119,389.79**	**$81,507.48**	**$0.00**	**$37,882.31**	**$0.00**
ISHARES RUSSELL 2000 GRWTH ETF	CUSIP: 464287648		Symbol (Box 1d): IWO					
	37 000	06/23/10	05/07/13	$4 023 65	$2 592 27	$0 00	$1,431 38	$0 00
	6 000	06/23/10	12/13/13	$769 96	$420 37	$0 00	$349 59	$0 00
	4 000	02/18/11	12/13/13	$513.31	$376 63	$0 00	$136 68	$0 00
	10 000	02/18/11	12/23/13	$1,342.97	$941 58	$0.00	$401 39	$0.00
Security Subtotal	**57,000**			**$6,649.89**	**$4,330.85**	**$0.00**	**$2,319.04**	**$0.00**
ISHARES RUSSELL 2000 VALUE ETF	CUSIP: 464287630		Symbol (Box 1d): IWN					
	317 000	06/23/10	05/07/13	$27 001 48	$19 206 40	$0 00	$7 795 08	$0 00
	4 000	04/18/11	05/07/13	$340 71	$291 41	$0 00	$49 30	$0 00
	6 000	04/18/11	12/13/13	$571 79	$437 11	$0 00	$134 68	$0 00
	7 000	11/01/11	12/23/13	$690 53	$441 67	$0 00	$248 86	$0 00
Security Subtotal	**334.000**			**$28,604.51**	**$20,376.59**	**$0.00**	**$8,227.92**	**$0.00**
ISHRS MSCI UNTD KINGDOM IND FD	CUSIP: 464286699		Symbol (Box 1d): EWU					
	3 358 000	06/23/10	05/07/13	$63 867 72	$48 388 78	$0 00	$15 478 94	$0 00
	166 000	04/18/11	05/07/13	$3 157 25	$2 973 94	$0 00	$183 31	$0 00
	287 000	07/13/11	05/07/13	$5,458 62	$5,050 40	$0.00	$408 22	$0.00
Security Subtotal	**3,811 000**			**$72,483 59**	**$58,413.12**	**$0 00**	**$16,070 47**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE GILBERT VERNEY FOUNDATION
ATTN: RICHARD G. VERNEY, PRES
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities [¶] (Consider Box 5a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SPDR S&P INTL SMALL C	CUSIP: 78463X871		Symbol (Box 1d): GWX					
	1,770.000	06/23/10	05/07/13	$55,824.72	$44,127.69	$0.00	$11,697.03	$0.00
	514.000	02/18/11	05/07/13	$16,211.25	$16,506.60	$0.00	($295.35)	$0.00
	88.000	04/18/11	05/07/13	$2,775.47	$2,733.47	$0.00	$42.00	$0.00
	48.000	07/13/11	05/07/13	$1,513.89	$1,514.11	$0.00	($0.22)	$0.00
Security Subtotal	**2,420.000**			**$76,325.33**	**$64,881.87**	**$0.00**	**$11,443.46**	**$0.00**
VANGUARD EUROPEAN MSCI ETF	CUSIP: 922042874		Symbol (Box 1d): VGK					
	149.000	06/23/10	12/13/13	$8,246.05	$6,402.13	$0.00	$1,843.92	$0.00
	153.000	06/23/10	12/23/13	$8,747.60	$6,574.00	$0.00	$2,173.60	$0.00
Security Subtotal	**302.000**			**$16,993.65**	**$12,976.13**	**$0.00**	**$4,017.52**	**$0.00**
VANGUARD REIT ETF	CUSIP: 922908553		Symbol (Box 1d): VNQ					
	89.000	06/23/10	05/07/13	$6,762.95	$4,289.95	$0.00	$2,473.00	$0.00
	20.000	06/23/10	12/13/13	$1,291.57	$956.55	$0.00	$335.02	$0.00
	21.000	06/23/10	12/23/13	$1,382.61	$1,004.37	$0.00	$378.24	$0.00
Security Subtotal	**130.000**			**$9,437.13**	**$6,250.87**	**$0.00**	**$3,186.26**	**$0.00**

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Morgan Stanley

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Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VANGUARD SHORT TERM BND	CUSIP: 921937827		Symbol (Box 1d). BSV					
	63.000	11/01/11	12/13/13	$5,060.70	$5,126.06	$0.00	($65.36)	$0.00
	64.000	11/01/11	12/23/13	$5,135.91	$5,207.42	$0.00	($71.51)	$0.00
Security Subtotal	127.000			$10,196.61	$10,333.48	$0.00	($136.87)	$0.00
Total Long Term Noncovered Securities				**$1,100,353.54**	**$941,382.01**	**$0.00**	**$158,971.53**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$1,244,062.25**	**$1,085,181.87**	**$0.00**	**$158,880.38**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$1,244,062.25**			
Total Cost or Other Basis (Box 3)		**$143,799.86**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations therefore their date of acquisition cost basis short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS