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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
LOIS DAVISON HIGBIE BENNINGTON MUSEUM FUND

A Employer identification number
03-6123861

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

Room/suite

B Telephone number (see instructions)
(802) 860-5553

City or town, state or province, country, and ZIP or foreign postal code
CONCORD, NH 033020477

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,003,597

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	23,756	23,756		
5a	Gross rents				
b	Net rental income or (loss) ________				
6a	Net gain or (loss) from sale of assets not on line 10	142,464			
b	Gross sales price for all assets on line 6a 557,563				
7	Capital gain net income (from Part IV, line 2)		142,464		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	29			
12	**Total.** Add lines 1 through 11	166,249	166,220		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	11,534	11,534		
14	Other employee salaries and wages		0	0	0
15	Pension plans, employee benefits		0	0	
16a	Legal fees (attach schedule)				0
b	Accounting fees (attach schedule)	575	575	0	0
c	Other professional fees (attach schedule)				0
17	Interest				0
18	Taxes (attach schedule) (see instructions)	146	146		0
19	Depreciation (attach schedule) and depletion	0	0		
20	Occupancy				
21	Travel, conferences, and meetings		0	0	
22	Printing and publications		0	0	
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	12,255	12,255	0	0
25	Contributions, gifts, grants paid	41,988			41,988
26	**Total expenses and disbursements.** Add lines 24 and 25	54,243	12,255	0	41,988
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	112,006			
b	**Net investment income** (if negative, enter -0-)		153,965		
c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	20,438	27,620	27,620
	3	Accounts receivable ▶ ___ Less allowance for doubtful accounts ▶ ___		0	0
	4	Pledges receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ___ Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	817,813	922,576	975,977
	14	Land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	15	Other assets (describe ▶ ___)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	838,251	950,196	1,003,597
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ___)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	838,251	950,196	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	838,251	950,196	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	838,251	950,196	

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	838,251
2	Enter amount from Part I, line 27a	2	112,006
3	Other increases not included in line 2 (itemize) ▶ ___	3	0
4	Add lines 1, 2, and 3	4	950,257
5	Decreases not included in line 2 (itemize) ▶ ___	5	61
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	950,196

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	142,464
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	33,873	888,847	0 038109
2011	42,149	884,585	0 047648
2010	42,321	854,036	0 049554
2009	46,353	773,905	0 059895
2008	51,485	819,475	0 062827

2	**Total** of line 1, column (d).	2	0 258033
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 051607
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	943,293
5	Multiply line 4 by line 3.	5	48,681
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,540
7	Add lines 5 and 6.	7	50,221
8	Enter qualifying distributions from Part XII, line 4.	8	41,988

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,079
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	3,079
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	3,079
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 412		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	412
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,667
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** ▶ 0 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶VT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶

14 The books are in care of ▶TD Bank NA Telephone no ▶(802) 860-5553

Located at ▶111 MAIN STREET BURLINGTON VT ZIP+4 ▶05401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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 ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
TD Bank NA 111 Main Street Burlington, VT 05401	Trustee 1	11,534		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NET INCOME IS PAID ANNUALLY TO THE BENNINGTON MUSEUM IN BENNINGTON, VT	41,988
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	943,728
b	Average of monthly cash balances	1b	13,930
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	957,658
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	957,658
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,365
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	943,293
6	**Minimum investment return.** Enter 5% of line 5	6	47,165

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	47,165
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 3,079		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,079
3	Distributable amount before adjustments Subtract line 2c from line 1	3	44,086
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	44,086
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	44,086

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	41,988
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	41,988
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	41,988

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				44,086
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only.			17,737	
b	Total for prior years 2011 , 20___ , 20___		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 ▶ $ 41,988				
a	Applied to 2012, but not more than line 2a			17,737	
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.				24,251
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				19,835
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. . . . . . . ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE BENNINGTON MUSEUM ATTN ROBERT WOLTERSTORFF DIRECTOR BENNINGTON, VT 05201	NONE	INSTITUTION	MAINTAIN COLLECTIONS AND	41,988
Total . . . . ▶ **3a**				41,988
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (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					
4 Dividends and interest from securities			14	23,756	
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	142,464	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a FED TAX REFUND			01	29	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				166,249	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 166,249

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2014-04-25	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▸ ☐	PTIN
Firm's name ▸			Firm's EIN ▸	
Firm's address ▸			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
80 ABBVIE INC		2010-11-23	2013-01-15
20 ABBVIE INC		2012-05-29	2013-01-15
30 WALT DISNEY CO		2012-01-09	2013-02-04
30 HOME DEPOT INC		2008-04-28	2013-02-04
40000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2008-06-04	2013-02-14
10 CELGENE CORP		2011-11-03	2013-03-19
40 COLGATE PALMOLIVE CO		2011-04-21	2013-03-19
50 GILEAD SCIENCES INC		2011-04-26	2013-03-19
10 HOME DEPOT INC		2008-04-28	2013-03-19
10 ARCHER DANIELS MIDLAND CO		2011-03-02	2013-05-06
10 CAPITAL ONE FINANCIAL CORP		2011-07-14	2013-05-06
10 CHEVRONTEXACO CORP		2011-01-24	2013-05-06
10 COCA COLA CO		2012-05-04	2013-05-06
10 COMCAST CORP CL A		2012-12-03	2013-05-06
10 DANAHER CORP		2011-04-26	2013-05-06
10 WALT DISNEY CO		2012-01-09	2013-05-06
10 FREEPORT-MCMORAN COPPER & GOCL B		2012-02-06	2013-05-06
10 ILLINOIS TOOL WORKS		2012-01-24	2013-05-06
10 J P MORGAN CHASE & CO		2010-03-16	2013-05-06
10 MICROSOFT CORPORATION		2011-07-26	2013-05-06
10 MONDELEZ INTERNATIONAL INC		2012-08-22	2013-05-06
10 NEXTERA ENERGY INC COM		2012-05-02	2013-05-06
10 ORACLE CORPORATION		2011-06-15	2013-05-06
10 PNC BANK CORP		2011-12-16	2013-05-06
10 QUALCOMM INCORPORATED		2010-11-08	2013-05-06
10 SPECTRA ENERGY CORP		2012-01-09	2013-05-06
10 US BANCORP DEL NEW		2010-11-23	2013-05-06
10 VERIZON COMMUNICATIONS		2010-11-23	2013-05-06
10 WALGREEN CO		2013-03-19	2013-05-06
10 WELLS FARGO & CO NEW		2010-03-16	2013-05-06

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
10 TRANSOCEAN LTD ZUG NAMEN AKT		2012-08-22	2013-05-06
210 MONDELEZ INTERNATIONAL INC		2012-08-22	2013-05-20
50 WELLPOINT INC COM		2012-06-15	2013-05-20
20 ABBOTT LABS CO		2012-05-29	2013-06-13
102 034 INVESCO INTERNATIONAL GROWTH FUND INSTITUTIONAL CLASS		2010-11-23	2013-06-13
10 AMERICAN EXPRESS CO		2010-07-15	2013-06-13
20 ARCHER DANIELS MIDLAND CO		2011-03-02	2013-06-13
10 BED BATH & BEYOND INC		2011-11-03	2013-06-13
10 BERKSHIRE HATHAWAY INC DEL CL B NEW		2012-05-29	2013-06-13
10 BOEING CO		2013-05-20	2013-06-13
10 BROADCOM CORP		2012-03-26	2013-06-13
10 CAPITAL ONE FINANCIAL CORP		2011-07-14	2013-06-13
10 CELGENE CORP		2012-04-12	2013-06-13
10 CHEVRONTEXACO CORP		2010-11-23	2013-06-13
50 CISCO SYSTEMS INC		2010-08-24	2013-06-13
20 COCA COLA CO		2012-05-10	2013-06-13
10 COGNIZANT TECHNLGY SLTNS COR		2012-12-03	2013-06-13
10 COLGATE PALMOLIVE CO		2012-05-29	2013-06-13
20 COMCAST CORP CL A		2012-12-03	2013-06-13
10 CONOCOPHILLIPS		2012-09-13	2013-06-13
20 DANAHER CORP		2011-04-26	2013-06-13
10 DIAGEO PLC ADR		2010-11-23	2013-06-13
10 WALT DISNEY CO		2010-12-16	2013-06-13
40 EMC CORPORATION/MASS		2010-11-23	2013-06-13
10 ECOLAB INC COM		2012-05-10	2013-06-13
10 EXXON MOBIL CORP COM		2011-05-09	2013-06-13
4063 791 FIDELITY SPARTAN HIGH INCOME		2010-11-23	2013-06-13
20 FREEPORT-MCMORAN COPPER & GOCL B		2012-02-06	2013-06-13
20 GILEAD SCIENCES INC		2012-05-29	2013-06-13
39 105 HARBOR INTERNATIONAL FUND		2010-11-23	2013-06-13

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
20 HOME DEPOT INC		2008-04-28	2013-06-13
10 ILLINOIS TOOL WORKS		2012-01-24	2013-06-13
10 J P MORGAN CHASE & CO		2010-03-16	2013-06-13
10 JOHNSON & JOHNSON CO		2005-07-27	2013-06-13
20 MERCK & CO INC NEW COM		2012-05-29	2013-06-13
20 MICROSOFT CORPORATION		2011-07-26	2013-06-13
10 NEXTERA ENERGY INC COM		2012-05-10	2013-06-13
30 ORACLE CORPORATION		2011-06-15	2013-06-13
20 PFIZER		2012-12-03	2013-06-13
10 QUALCOMM INCORPORATED		2010-11-08	2013-06-13
240 SPDR GOLD TRUST		2011-10-03	2013-06-13
20 SPECTRA ENERGY CORP		2012-01-09	2013-06-13
10 STARBUCKS CORP		2011-09-08	2013-06-13
10 TJX COMPANIES INC		2013-02-04	2013-06-13
10 3M CO		2010-07-15	2013-06-13
30 US BANCORP DEL NEW		2010-11-23	2013-06-13
20 VERIZON COMMUNICATIONS		2010-11-23	2013-06-13
20 WALGREEN CO		2013-03-19	2013-06-13
20 WELLS FARGO & CO NEW		2009-08-26	2013-06-13
10 YUM BRANDS INC		2012-01-09	2013-06-13
10 ACE LTD		2011-05-23	2013-06-13
20 TRANSOCEAN LTD ZUG NAMEN AKT		2012-08-22	2013-06-13
20 CHECK POINT SOFTWARE TECH LTD		2011-07-26	2013-06-13
20 BROADCOM CORP		2012-09-13	2013-06-27
120 BROADCOM CORP		2012-03-26	2013-06-27
40 DIAGEO PLC ADR		2009-07-07	2013-06-27
2713 203 VANGUARD SHORT-TERM FED-ADM #549		2010-11-23	2013-07-29
20 CELGENE CORP		2011-11-03	2013-08-16
20 ECOLAB INC COM		2010-05-05	2013-08-16
50 GILEAD SCIENCES INC		2012-05-29	2013-08-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
20 HOME DEPOT INC		2008-04-28	2013-08-16
60 AMERICAN EXPRESS CO		2010-11-23	2013-11-27
60 ARCHER DANIELS MIDLAND CO		2013-03-19	2013-11-27
110 ARCHER DANIELS MIDLAND CO		2012-02-16	2013-11-27
90 BED BATH & BEYOND INC		2012-06-15	2013-11-27
20 BERKSHIRE HATHAWAY INC DEL CL B NEW		2013-03-19	2013-11-27
60 BERKSHIRE HATHAWAY INC DEL CL B NEW		2012-05-29	2013-11-27
40 CELGENE CORP		2011-11-03	2013-11-27
80 CHEVRONTEXACO CORP		2010-06-24	2013-11-27
350 CISCO SYSTEMS INC		2010-11-23	2013-11-27
210 COCA COLA CO		2012-05-29	2013-11-27
70 COGNIZANT TECHNLGY SLTNS COR		2012-12-03	2013-11-27
20 COLGATE PALMOLIVE CO		2012-05-29	2013-11-27
170 COMCAST CORP CL A		2012-08-22	2013-11-27
90 CONOCOPHILLIPS		2012-09-13	2013-11-27
10 DANAHER CORP		2011-04-21	2013-11-27
140 WALT DISNEY CO		2010-11-23	2013-11-27
285 EMC CORPORATION/MASS		2008-11-11	2013-11-27
40 ECOLAB INC COM		2010-11-23	2013-11-27
20 EXXON MOBIL CORP COM		2009-04-06	2013-11-27
170 FREEPORT-MCMORAN COPPER & GOCL B		2012-09-13	2013-11-27
140 GILEAD SCIENCES INC		2011-04-25	2013-11-27
100 HOME DEPOT INC		2008-04-28	2013-11-27
130 ILLINOIS TOOL WORKS		2010-11-23	2013-11-27
40 INTL BUSINESS MACHINES CORP		2011-09-08	2013-11-27
149 J P MORGAN CHASE & CO		2010-11-23	2013-11-27
110 JOHNSON & JOHNSON CO		2012-05-29	2013-11-27
190 MERCK & CO INC NEW COM		2012-05-29	2013-11-27
100 NEXTERA ENERGY INC COM		2012-05-10	2013-11-27
50 PNC BANK CORP		2011-12-16	2013-11-27

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
190 PFIZER		2012-12-03	2013-11-27
20 PRECISION CASTPARTS CORP		2012-10-15	2013-11-27
130 QUALCOMM INCORPORATED		2012-09-13	2013-11-27
190 SPECTRA ENERGY CORP		2012-01-09	2013-11-27
70 STARBUCKS CORP		2011-09-08	2013-11-27
85 3M CO		2012-08-22	2013-11-27
240 US BANCORP DEL NEW		2010-11-23	2013-11-27
40 UNION PACIFIC CORP		2012-02-06	2013-11-27
155 VERIZON COMMUNICATIONS		2012-06-15	2013-11-27
40 WALGREEN CO		2013-03-19	2013-11-27
150 WALGREEN CO		2012-10-15	2013-11-27
200 WELLS FARGO & CO NEW		2010-11-23	2013-11-27
10 YUM BRANDS INC		2013-03-19	2013-11-27
50 YUM BRANDS INC		2012-01-09	2013-11-27
80 ACE LTD		2011-07-14	2013-11-27
160 TRANSOCEAN LTD ZUG NAMEN AKT		2012-08-03	2013-11-27
70 CHECK POINT SOFTWARE TECH LTD		2011-07-26	2013-11-27
20 VENTAS INC COM REIT		2013-11-27	2013-11-29
20 VENTAS INC COM REIT		2013-11-27	2013-12-03
30 VENTAS INC COM REIT		2013-11-27	2013-12-05
333 ALLEGION PLC		2013-11-27	2013-12-13
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,729		1,974	755
682		645	37
1,631		1,197	434
2,009		895	1,114
41,841		41,660	181
1,117		644	473
4,494		2,586	1,908
2,237		988	1,249
695		298	397
338		369	-31
590		493	97
1,232		942	290
421		387	34
427		374	53
612		540	72
651		399	252
315		463	-148
657		515	142
482		430	52
338		280	58
312		266	46
809		638	171
334		314	20
682		554	128
638		477	161
309		305	4
329		243	86
522		324	198
479		451	28
379		302	77

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
543		489	54
6,473		5,381	1,092
3,887		3,533	354
731		595	136
3,118		2,733	385
750		430	320
667		738	-71
709		618	91
1,144		794	350
1,021		990	31
335		386	-51
622		493	129
1,203		790	413
1,213		817	396
1,215		1,063	152
806		775	31
635		679	-44
585		495	90
792		747	45
614		566	48
1,249		1,073	176
1,192		738	454
641		370	271
987		851	136
845		649	196
911		834	77
37,793		36,290	1,503
591		926	-335
1,036		509	527
2,557		2,253	304

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,528		597	931
705		515	190
540		430	110
845		645	200
955		751	204
694		560	134
787		650	137
1,023		942	81
579		504	75
619		477	142
31,992		33,057	-1,065
679		609	70
659		390	269
510		455	55
1,110		824	286
1,062		729	333
1,009		620	389
999		902	97
816		551	265
714		596	118
894		682	212
972		973	-1
971		1,179	-208
673		717	-44
4,039		4,621	-582
4,604		2,304	2,300
29,031		29,737	-706
2,657		1,288	1,369
1,830		972	858
2,855		1,100	1,755

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,513		597	916
5,128		2,092	3,036
2,481		1,972	509
4,548		3,749	799
7,025		5,749	1,276
2,330		2,047	283
6,989		4,707	2,282
6,448		2,576	3,872
9,765		4,368	5,397
7,427		5,633	1,794
8,442		8,073	369
6,648		4,754	1,894
1,311		981	330
8,435		5,536	2,899
6,569		4,931	1,638
753		533	220
9,890		4,126	5,764
6,805		2,947	3,858
4,289		1,929	2,360
1,877		1,397	480
5,930		7,405	-1,475
10,457		2,739	7,718
8,042		2,983	5,059
10,329		5,711	4,618
7,184		6,637	547
8,598		5,506	3,092
10,430		7,023	3,407
9,443		6,844	2,599
8,462		6,046	2,416
3,864		2,770	1,094

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,053		4,788	1,265
5,181		3,308	1,873
9,539		6,784	2,755
6,400		5,673	727
5,702		2,729	2,973
11,277		6,499	4,778
9,442		4,372	5,070
6,516		4,194	2,322
7,725		5,010	2,715
2,383		1,804	579
8,938		5,420	3,518
8,857		3,979	4,878
771		695	76
3,857		2,044	1,813
8,246		4,099	4,147
8,043		7,401	642
4,300		3,985	315
1,140		1,144	-4
1,121		1,144	-23
1,702		1,717	-15
14		14	
			9,437

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			755
			37
			434
			1,114
			181
			473
			1,908
			1,249
			397
			-31
			97
			290
			34
			53
			72
			252
			-148
			142
			52
			58
			46
			171
			20
			128
			161
			4
			86
			198
			28
			77

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			54
			1,092
			354
			136
			385
			320
			-71
			91
			350
			31
			-51
			129
			413
			396
			152
			31
			-44
			90
			45
			48
			176
			454
			271
			136
			196
			77
			1,503
			-335
			527
			304

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			931
			190
			110
			200
			204
			134
			137
			81
			75
			142
			-1,065
			70
			269
			55
			286
			333
			389
			97
			265
			118
			212
			-1
			-208
			-44
			-582
			2,300
			-706
			1,369
			858
			1,755

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			916
			3,036
			509
			799
			1,276
			283
			2,282
			3,872
			5,397
			1,794
			369
			1,894
			330
			2,899
			1,638
			220
			5,764
			3,858
			2,360
			480
			-1,475
			7,718
			5,059
			4,618
			547
			3,092
			3,407
			2,599
			2,416
			1,094

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,265
			1,873
			2,755
			727
			2,973
			4,778
			5,070
			2,322
			2,715
			579
			3,518
			4,878
			76
			1,813
			4,147
			642
			315
			-4
			-23
			-15

TY 2013 Accounting Fees Schedule

Name: LOIS DAVISON HIGBIE BENNINGTON MUSEUM FUND

EIN: 03-6123861

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

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TY 2013 Investments - Other Schedule

Name: LOIS DAVISON HIGBIE BENNINGTON MUSEUM FUND

EIN: 03-6123861

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - EQUITIES	AT COST	143,875	177,371
MUTUAL FUNDS - FIXED INCOME	AT COST	412,341	390,578
GOVERNMENT BONDS			
COMMON STOCKS	AT COST	366,360	408,028

TY 2013 Other Decreases Schedule

Name: LOIS DAVISON HIGBIE BENNINGTON MUSEUM FUND

EIN: 03-6123861

Description	Amount
CASH/ACCRUAL ADJ; ROUNDING	61

TY 2013 Other Income Schedule

Name: LOIS DAVISON HIGBIE BENNINGTON MUSEUM FUND

EIN: 03-6123861

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FED TAX REFUND	29	0	

TY 2013 Taxes Schedule

Name: LOIS DAVISON HIGBIE BENNINGTON MUSEUM FUND

EIN: 03-6123861

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	86	86		0
FOREIGN TAXES ON NONQUALIFIED	60	60		0