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Return of Private Foundation

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation The Hanover Insurance Group Foundation, Inc.		A Employer identification number 04-3105650
Number and street (or P O box number if mail is not delivered to street address) 440 Lincoln Street		B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Worcester, MA 01653		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address 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) ▶ \$ 6,520,627		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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)	2,600,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	29	29		
	4 Dividends and interest from securities	75,901	75,901		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	12,761				
12 Total. Add lines 1 through 11	2,688,691	75,930			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,880			1,880
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	51,526			51,526
	24 Total operating and administrative expenses. Add lines 13 through 23	53,406			53,406
	25 Contributions, gifts, grants paid	1,821,508			1,821,508
26 Total expenses and disbursements. Add lines 24 and 25	1,874,914			1,874,914	
27 Subtract line 26 from line 12	813,777				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		75,930			
c Adjusted net income (if negative, enter -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		80,370	1,868,245	1,868,245
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ 1,550,000				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	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)					
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)			5,304,906	6,520,627	6,520,627
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)				
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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			5,304,906	6,520,627
	30	Total net assets or fund balances (see instructions)			5,304,906	6,520,627
31	Total liabilities and net assets/fund balances (see instructions)					

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,304,906
2	Enter amount from Part I, line 27a	2	813,777
3	Other increases not included in line 2 (itemize) ▶	3	401,944
4	Add lines 1, 2, and 3	4	6,520,627
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,520,627

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				
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } **2**

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,414,449	4,393,428	0.3219
2011	2,544,967	5,040,185	0.5049
2010	3,125,308	6,136,711	0.5093
2009	1,259,783	5,427,494	0.2321
2008	1,238,017	6,586,003	0.1880

2 Total of line 1, column (d) **2** 1.7562

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** 0.3512

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4** 5,824,075

5 Multiply line 4 by line 3 **5** 2,045,415

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 759

7 Add lines 5 and 6 **7** 2,046,174

8 Enter qualifying distributions from Part XII, line 4 **8** 1,874,914

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)

1 a 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)		1	1,519
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,519
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,519
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,700	
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	1,700	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	181	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ 181 Refunded ▶	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ Jennifer Luisa Telephone no ▶ 508-855-2524 Located at ▶ 440 Lincoln St Worcester MA ZIP+4 ▶ 01653			
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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)	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)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐Organizations relying on a current notice regarding disaster assistance check here ☐**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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
See Statement 2				

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 ☐

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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 instructions	
3	
Total. Add lines 1 through 3 ▶	

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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	3,313,459
b	Average of monthly cash balances	1b	974,307
c	Fair market value of all other assets (see instructions)	1c	1,625,000
d	Total (add lines 1a, b, and c)	1d	5,912,766
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,912,766
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	88,691
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,824,075
6	Minimum investment return. Enter 5% of line 5	6	291,204

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	291,204
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,519
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,519
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	289,685
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	289,685
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	289,685

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,874,914
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,874,914
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,874,914

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				289,685
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008 910,352				
b From 2009 991,424				
c From 2010 2,821,674				
d From 2011 2,294,509				
e From 2012 1,196,777				
f Total of lines 3a through e	8,214,736			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,874,914				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				289,685
e Remaining amount distributed out of corpus	1,585,230			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,799,966			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	910,352			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,889,614			
10 Analysis of line 9				
a Excess from 2009 991,424				
b Excess from 2010 2,821,674				
c Excess from 2011 2,294,509				
d Excess from 2012 1,196,777				
e Excess from 2013 1,585,230				

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	
---	--

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	

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					
--	--	--	--	--	--

[illegible]

3	Complete 3a, b, or c for the alternative test relied upon								
---	---	--	--	--	--	--	--	--	--

a "Assets" alternative test - enter					
-------------------------------------	--	--	--	--	--

[illegible]

(2) Value of assets qualifying under section 4942(i)(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 (i)(3)(B)(iii)					
---	--	--	--	--	--

(3) Largest amount of support from an exempt organization.					
--	--	--	--	--	--

(4) Gross investment income .					
-------------------------------	--	--	--	--	--

1 Information Regarding Foundation Managers:

None

None

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:

Jennifer Luisa, President 440 Lincoln St Worcester MA 01653 508-855-2524

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

No formal policy has been instituted at this time

c Any submission deadlines:

No formal policy has been instituted at this time

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

No formal policy has been instituted at this time

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 See Statement 3				1,821,508
Total			3a	1,821,508
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	29	
4 Dividends and interest from securities				14	75,901	
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						
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)					75,930	
13 Total. Add line 12, columns (b), (d), and (e)						75,930

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

[illegible]

1 · Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash	1a(1)	X
----------	-------	---

(2) Other assets	1a(2)		X
------------------	-------	--	---

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization	1b(1)
--	-------

(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X	
--	-------	---	--

(3) Rental of facilities, equipment, or other assets	1b(3)		X
--	-------	--	---

(4) Reimbursement arrangements	1b(4)		X
--------------------------------	-------	--	---

(5) Loans or loan guarantees	1b(5)		X
------------------------------	-------	--	---

(6) Performance of services or membership or fundraising solicitations	1b(6)		X
--	-------	--	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
---	-----------	--	---

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

3/27/14
Date

President

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

Employer identification number

The Hanover Insurance Group Foundation, Inc.

04-3105650

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 foundationCheck 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).

Name of organization The Hanover Insurance Group Foundation, Inc.	Employer identification number 04-3105650
---	---

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	The Hanover Insurance Group Inc 440 Lincoln St Worcester MA 01653	\$ 500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	Citizens Management Inc 645 West Grand River Ave Howell MI 48843	\$ 2,100,000	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

The Hanover Insurance Group Foundation, Inc.

04-3105650

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
---	----- ----- ----- -----	\$ -----	-----
(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

The Hanover Insurance Group Foundation, Inc.

04-3105650

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. See instructions.) ► \$ _____

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
	----- ----- -----		----- ----- -----

The Hanover Insurance Group Foundation, Inc.
04-3105650
Schedule Attached to and Made Part of Form 990-PF

Part I - Analysis of Revenue and Expenses

Line 11 - Other Income

Void Check Addbacks / Return of funds	2,600
Receipts from Hanover Theatre	7,670
Hanover Employee Contributions & Other	2,491
	<u>12,761</u>
	<u>\$ 12,761</u>

Line 18 - Taxes

Federal Taxes Paid	1,880
State Taxes Paid	-
	<u>1,880</u>
	<u>\$ 1,880</u>

Line 23 - Other Expenses

Operating costs	50,796
Filing Fees	515
Banking Fees	216
	<u>51,526</u>
	<u>\$ 51,526</u>

Part II - Balance Sheets

	<u>2013</u>	<u>2012</u>
<u>Line 7 - Other Notes Receivable</u>		
CMI Contingent Income Receivable	1,550,000	1,700,000
	<u>\$ 1,550,000</u>	<u>\$ 1,700,000</u>

Line 10b - Investments

Vanguard Accounts	3,524,536	3,102,382
	<u>\$ 3,524,536</u>	<u>\$ 3,102,382</u>

Part III - Analysis of Changes in Net Assets or Fund Balances

Line 3 - Increases

Increase/(Decrease) in Market Value - Vanguard Accts	401,944
Total Increase/(Decrease) in Market Value	<u>\$ 401,944</u>

The Hanover Insurance Group Foundation, Inc.
04-3105650
Schedule Attached to and Made Part of Form 990-PF

Part VIII, Line 1:

Information about Officers, Directors, Foundation Managers, and their Compensation:

(a) Names and Addresses	(b) Title, and Average Hours/Week Devoted	(c) Compensation	(d) Contributions to Employee Benefit Plans	(e) Expense Accounts, Other Allowances
Jennifer F. Luisa 440 Lincoln Street Worcester, MA 01653	President & Director One Hour per Week	None	None	None
Frederick H. Eppinger 440 Lincoln Street Worcester, MA 01653	Director One Hour per Week	None	None	None
Maribeth N. Bearfield 440 Lincoln Street Worcester, MA 01653	Director One Hour per Week	None	None	None
Celeste J. Nelson 440 Lincoln Street Worcester, MA 01653	Treasurer 1/2 Hour/ Week	None	None	None
Edward P. Krause 440 Lincoln Street Worcester, MA 01653	Assistant Treasurer 1/2 Hour/Week	None	None	None
Jennifer A. Wilson 440 Lincoln Street Worcester, MA 01653	Assistant Treasurer 1/2 Hour/Week	None	None	None
Ann K. Tripp 440 Lincoln St Worcester, MA 01653	Investment Officer 1/2 Hour/ Week	None	None	None
Charles F. Cronin 440 Lincoln Street Worcester, MA 01653	Clerk 1/2 Hour/Week	None	None	None
Sandra H. Aramony 440 Lincoln Street Worcester, MA 01653	Assistant Treasurer 1/2 Hour/Week	None	None	None
Theresa A. Russell 440 Lincoln Street Worcester, MA 01653	Assistant Treasurer 1/2 Hour/Week	None	None	None

Recipient	City	State	Zip	Foundation Status of Recipient	Purpose	Amount
Granite United Way	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 300
Granite United Way	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
Greater Twin Cities United Way	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ -
Heart of Arkansas United Way	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 2,900
Heart of Arkansas United Way	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
Heart of West Michigan United Way	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
Heart of West Michigan United Way	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ -
United Way California Capital Region	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way California Capital Region	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 1,200
United Way of Buffalo & Erie County	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 3,467
United Way of Buffalo & Erie County	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 700
United Way of Central & Northeastern CT	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Central & Northeastern CT	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 2,550
United Way of Central Maryland	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 2,000
United Way of Central Maryland	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 850
United Way of Greater Houston	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 2,500
United Way of Greater Houston	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Greater Kansas City	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 2,458
United Way of Greater Kansas City	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 750
United Way of Greater Milwaukee	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Greater Milwaukee	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 300
United Way of King County	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of King County Inc	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Knox County Inc	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Metropolitan Nashville	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 650
United Way of Metropolitan Nashville	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Miami-Dade	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Miami-Dade	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,736
United Way of New York City	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 300
United Way of Northern New Jersey	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 2,209
United Way of Northern New Jersey	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 2,200
United Way of Rosnoke Valley	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Rosnoke Valley	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 500
United Way of the National Capital Area	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 2,500
United Way of the National Capital Area	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 1,000
Capital Area United Way	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
Haar of Florida United Way	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 6,500
Orange County United Way	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
United Way for Southeastern Michigan	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 500
United Way of Burlington County	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 250
United Way of Central Alabama	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Central Alabama	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Central Indiana	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Central Ohio	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Greater Oklahoma	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 900
United Way of Greater Oklahoma	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 250
United Way of Greater Los Angeles	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Greater McHenry County	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Greater Portland	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Greater Richmond & Petersburg	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 800
United Way of Greater Richmond & Petersburg	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 2,650
United Way of Greater St. Joseph	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
United Way of Greater St. Louis	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Hunterdon County	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Long Island	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Metropolitan Atlanta	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Metropolitan Chicago	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 2,950
United Way of Southeast Louisiana	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
United Way of Southeastern Connecticut	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 300
United Way of Southeastern Pennsylvania	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 250
United Way of St. Charles	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 400
United Way of Sumner County	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 150
United Way of the Bay Area	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 150
Valley of Sun United Way	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 550
VOID	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 550
United Way of Metropolitan Dallas	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 650
Mile High United Way	Worcester	MA	01610	UW Match - 2012 Field EE Match	Paid to a 501(C)(3) organization	\$ 600
Mile High United Way	Worcester	MA	01610	UW Match - 2012 Field Office Match	Paid to a 501(C)(3) organization	\$ 1,000
University of San Diego	San DiegoCA	92110	5988 Alcalá Park	Matching - Joseph Cranny	Paid to a 501(C)(3) organization	\$ 100

Recipient	Street Address	City	State	Zip	Foundation Status of Recipient	Purpose	Amount
First Night Worcester	Attn Howard McGinn, PO Box 351	Worcester	MA	01614	First Night Matching Gift Sponsorship	Paid to a 501(C)(3) organization	\$ 12,500
First Night Worcester	Attn Howard McGinn, PO Box 351	Worcester	MA	01614	First Night Sponsorship	Paid to a 501(C)(3) organization	\$ 2,500
Music Worcester	323 Main Street	Worcester	MA	01608	East Coast Chamber Orchestra Sponsorship	Paid to a 501(C)(3) organization	\$ 2,900
The National Alaxia Foundation	2600 Fernbrook Lane, Suite 119	Minneapolis	MN	55447	Walk n' Roll	Paid to a 501(C)(3) organization	\$ 1,000
The Joey Bella Fund	15 Meyers Avenue	Denville	NJ	07834	In memory of Frank Indervies	Paid to a 501(C)(3) organization	\$ 1,000
Worcester Educational Development Foundation	Attn Louise Clarke, 20 Irving Street	Worcester	MA	01609	AVID Expansion	Paid to a 501(C)(3) organization	\$ 40,000
St. Jude Children's Research Hospital	262 Danny Thomas Place	Memphis	TN	38105	Volunteer Donation - Gail Sealey	Paid to a 501(C)(3) organization	\$ 200
Cliff Hill Music Performance Foundation	54 Clafin Street	Milford	MA	01757	Matching Gift - Warren Barnes	Paid to a 501(C)(3) organization	\$ 1,500
Pont Loma Nazarene University	3900 Lomaland Drive	San Diego	CA	92106	Matching Gift - Janie Domco	Paid to a 501(C)(3) organization	\$ 100
Suffolk University	8 Ashburton Place	Boston	MA	02108	Matching Gift - Stephen Sullivan	Paid to a 501(C)(3) organization	\$ 100
Suffolk University	8 Ashburton Place	Boston	MA	02108	Matching Gift - Steve Douilletta	Paid to a 501(C)(3) organization	\$ 500
North Olmsted Stadium Foundation	5755 Burns Road	North Olmsted	OH	44070	Matching Gift - Jim Merz	Paid to a 501(C)(3) organization	\$ 250
St. Andrew's-Sewanee School	290 Quinard Road	Sewanee	TN	37375	Matching Gift - Thomas Pratt	Paid to a 501(C)(3) organization	\$ 100
Big Brothers Big Sisters of Livingston County	Shan Davis Schoech 915 N. Michigan Avenue	Howell	MI	48843	Lunch Buddies & Community Program	Paid to a 501(C)(3) organization	\$ 10,000
Reaching Higher Inc.	8609 W. Grand River Suite 205	Brighton	MI	48116	Youth Leadership Programs	Paid to a 501(C)(3) organization	\$ 23,000
Worcester Center For Performing Arts	2 Southbridge Street	Worcester	MA	01608	Boston Pops Sponsorship	Paid to a 501(C)(3) organization	\$ 5,590
The Pennsylvania State University	One Old Main	University Park	PA	16802	Matching Gift - Mark Boland	Paid to a 501(C)(3) organization	\$ 900
The Pennsylvania State University	One Old Main	University Park	PA	16802	Matching Gift - Alan Eile	Paid to a 501(C)(3) organization	\$ 500
Massachusetts Down Syndrome Congress	20 Burlington Mall Road, Suite 261	Burlington	MA	01803	Matching Gift - Mark Desrochers	Paid to a 501(C)(3) organization	\$ 250
Smith College	33 Elm Street	Northampton	MA	01063	Matching Gift - James Lassen	Paid to a 501(C)(3) organization	\$ 250
Mass Education & Career Opportunities	484 Main Street, Suite 500	Worcester	MA	01608	VIP - Adantia Ahanonu, CSI	Paid to a 501(C)(3) organization	\$ 500
Grand Blanc Little League	no address	Worcester	MA	01608	VIP - Martin Barker	Paid to a 501(C)(3) organization	\$ 250
New Players Theatre Guild	15 Rollstone Street	Fitchburg	MA	01420	VIP - Monica Bourgaull	Paid to a 501(C)(3) organization	\$ 300
Susan G. Komen 3-Day	PO Box 660843	Dallas	TX	75266	VIP - Natalie Corona	Paid to a 501(C)(3) organization	\$ 500
Ronald McDonald House of Central New York	1100 East Genesee Street	Syracuse	NY	13210	VIP - Colleen Fancher	Paid to a 501(C)(3) organization	\$ 500
FACES	11601 Luck's Lane	Midlothian	VA	23114	VIP - Sherry Johnson	Paid to a 501(C)(3) organization	\$ 500
The Auburn Fair Boosters	PO Box 72224	Auburn	CA	95604	VIP - Stacey Johnson	Paid to a 501(C)(3) organization	\$ 500
Lighthouse, Inc.	2038 West 28th Street	Cleveland	OH	44113	VIP - Nicholas Mayhill	Paid to a 501(C)(3) organization	\$ 500
Sterling Community Theatre	PO Box 1332	Sterling	MA	01564	VIP - Jenice McLean	Paid to a 501(C)(3) organization	\$ 500
The Junior League Of Kane & Dupage County	3015 E. New York Street, Suite A2-281	Aurora	IL	60504	VIP - Lauren Metzger	Paid to a 501(C)(3) organization	\$ 500
The Alzheimer's Association 480 Pleasant Street	123 E. Blackwell Street	Watertown	MA	02472	VIP - Jack O'Leary	Paid to a 501(C)(3) organization	\$ 500
Faith Kitchen	PO Box 813	Dover	NJ	07801	VIP - Francis Szluk	Paid to a 501(C)(3) organization	\$ 500
PHBSA	1425 West Grand River	Hamburg	MI	48139	VIP - Melanie White	Paid to a 501(C)(3) organization	\$ 250
Gris Inc. of Worcester	503 Lake Street	Howell	MI	48843	2013 - 2014 Leadership Academy	Paid to a 501(C)(3) organization	\$ 5,000
Great Start Livingston	1425 West Grand River	Howell	MI	48843	Marketing of Preschool Program	Paid to a 501(C)(3) organization	\$ 5,000
The Salvation Army(Howell MI)	5195 Pontiac Lake Road	Howell	MI	48843	Basic Needs	Paid to a 501(C)(3) organization	\$ 5,000
Student Leadership Services	PO Box 432	Watertown	MA	01583	SADD	Paid to a 501(C)(3) organization	\$ 25,000
Central MA Pop Warner Football League	484 Main Street, Suite 500	West Boylston	MA	01583	Worcester Vikings Inp to FL	Paid to a 501(C)(3) organization	\$ 6,500
Colleges Of The Worcester Consortium	81 Providence Street	Worcester	MA	01609	CSI Program	Paid to a 501(C)(3) organization	\$ 2,500
Worcester Educational Development Foundation (WEDI)	Attn Louise Clarke, 20 Irving Street	Worcester	MA	01604	Coats for Kids	Paid to a 501(C)(3) organization	\$ 5,000
Worcester Academy	1000 Butlerfield Road	Worcester	MA	01604	Matching Gift - Sandra Aramony	Paid to a 501(C)(3) organization	\$ 300
Marmon Academy	134 Hicks Way Memorial Hall	Aurora	IL	60502	Matching Gift - Todd Bavery	Paid to a 501(C)(3) organization	\$ 250
UMass Amherst Foundation	115 New State Road	Amherst	MA	01003	Matching Gift - Hams Berenson	Paid to a 501(C)(3) organization	\$ 50
East Catholic High School	116 Lomb Memorial Drive	Manchester	CT	06042	Matching Gift - Richard Lavey	Paid to a 501(C)(3) organization	\$ 250
Rochester Institute Of Technology	One Museum Court	Rochester	NY	14623	Matching Gift - Theodore Martinez	Paid to a 501(C)(3) organization	\$ 500
The Buffalo History Museum	125 Providence Street	Buffalo	NY	14216	Matching Gift - Greg Tranter	Paid to a 501(C)(3) organization	\$ 1,000
Gris Inc.	321 Main Street	Worcester	MA	01604	United Match - Gary Bujacous	Paid to a 501(C)(3) organization	\$ 2,080
Worcester County Mechanics Association	20350 Ventura Blvd #240	Worcester	MA	01608	United Match - Fred Eppinger	Paid to a 501(C)(3) organization	\$ 900
Celiac Disease Foundation	675 Riverside Road	Woodland Hills	CA	91364	United Match - Sean Hauser	Paid to a 501(C)(3) organization	\$ 1,508
St. Andrew Catholic Church	484 Main Street, Suite 300	Roswell	GA	30075	United Match - Michael McEwen	Paid to a 501(C)(3) organization	\$ 1,300
Women's Initiative	1372 W. Grand River Avenue	Worcester	MA	01608	United Match - Kenneth Mudie	Paid to a 501(C)(3) organization	\$ 1,443
American Red Cross(Howell)	1400 North Meridian Street	Howell	MI	48843	United Match - Scharyl Spaul	Paid to a 501(C)(3) organization	\$ 1,508
Catholic Charities(Indianapolis)	Attn Development Dept., 38 Everett Street, Suite 50	Indianapolis	IN	46202	United Match - Diana O'Brien	Paid to a 501(C)(3) organization	\$ 1,261
Tenacity		Boston	MA	02134	UWIM - Jack Roche Funds to Worcester Chaple	Paid to a 501(C)(3) organization	\$ 1,430
							\$ 1,821,508

**NOTICE OF AVAILABILITY
OF FOUNDATION RETURN**

The 2013 Annual Return of The Hanover Insurance Group Foundation, Inc is now available for public inspection from Jennifer F Luisa, President at 440 Lincoln Street, Worcester, MA, 01653, Tel (508) 855-1000, between 9 00a m and 5 00p m , Monday - Friday, by any person who requests an inspection within 180 days after the date of publication of this Notice