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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 HENRY P KENDALL FOUNDATION		A Employer identification number 04-6029103	
Number and street (or P O box number if mail is not delivered to street address) 176 FEDERAL STREET		B Telephone number (see instructions) (617) 951-2555	
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110		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)▶ \$ 86,092,855	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)	500,000			
	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.	1,719,390	1,719,447		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,843,834			
	b Gross sales price for all assets on line 6a 22,535,957				
	7 Capital gain net income (from Part IV, line 2)		2,837,123		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 32,285	32,078		
	12 Total. Add lines 1 through 11	5,095,509	4,588,648		
	13 Compensation of officers, directors, trustees, etc	298,700	0		298,700
	14 Other employee salaries and wages	173,564	0		173,564
	15 Pension plans, employee benefits	100,466	0		100,466
	16a Legal fees (attach schedule).	 31,621	0		31,621
	b Accounting fees (attach schedule).	 30,000	15,000		15,000
	c Other professional fees (attach schedule)	 234,497	110,599		123,898
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 36,500	0		500
	19 Depreciation (attach schedule) and depletion	 5,073	0		
	20 Occupancy	96,668	0		96,668
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 192,217	92,480		100,752
	24 Total operating and administrative expenses. Add lines 13 through 23	1,199,306	218,079		941,169
	25 Contributions, gifts, grants paid	3,223,800			3,223,800
	26 Total expenses and disbursements. Add lines 24 and 25	4,423,106	218,079		4,164,969
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	672,403			
	b Net investment income (if negative, enter -0-)		4,370,569		
	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			1,723,534	224,521	224,521
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ <u>40,273</u>					
		Less allowance for doubtful accounts ▶ _____			96,523	40,273	40,273
	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) ▶ <u>125,000</u>					
		Less allowance for doubtful accounts ▶ _____ 0			0	125,000	125,000
	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)			77,952,768	85,667,987	85,667,987
	c	Investments—corporate bonds (attach schedule).					
	11	Investments—land, buildings, and equipment basis ▶ _____					
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ <u>73,619</u>					
		Less accumulated depreciation (attach schedule) ▶ <u>51,785</u>			26,318	21,834	21,834
	15	Other assets (describe ▶ _____)			16,490	13,240	13,240
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			79,815,633	86,092,855	86,092,855
	17	Accounts payable and accrued expenses			33,657	999	
	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 ▶ _____)			0	557,016	
	23	Total liabilities (add lines 17 through 22)			33,657	558,015	
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			79,781,976	85,534,840	
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see page 17 of the instructions)			79,781,976	85,534,840	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			79,815,633	86,092,855	

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	79,781,976
2	Enter amount from Part I, line 27a	2	672,403
3	Other increases not included in line 2 (itemize) ▶ _____	3	5,111,711
4	Add lines 1, 2, and 3	4	85,566,090
5	Decreases not included in line 2 (itemize) ▶ _____	5	31,250
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	85,534,840

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	2,837,123
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	4,552,611	75,974,081	0 059923
2011	2,657,287	77,460,408	0 034305
2010	776,807	72,431,013	0 010725
2009	1,213,889	63,622,642	0 019080
2008	4,343,747	71,432,471	0 060809

2	Total of line 1, column (d).	2	0 184842
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 036968
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	81,282,971
5	Multiply line 4 by line 3.	5	3,004,869
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	43,706
7	Add lines 5 and 6.	7	3,048,575
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	4,290,916

Part VIExcise 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	43,706
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	43,706
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	43,706
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	67,235
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	65,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	132,235
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	88,529
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 88,529 Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
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 ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 ▶WWW KENDALL ORG				
14	The books are in care of ▶RICHARD G HOLLISTER Telephone no ▶(617) 951-2525			
	Located at ▶176 FEDERAL STREET BOSTON MA ZIP +4 ▶02110			
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?	16	Yes	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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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

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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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
	<i>If "Yes" to 6b, file Form 8870.</i>			
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	

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
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JOHN P KENDALL	TRUSTEE	0	0	0
176 FEDERAL STREET BOSTON, MA 02110	2 00			
ANDREW W KENDALL	TRUSTEE/EXECUTIVE	298,700	44,600	0
176 FEDERAL STREET BOSTON, MA 02110	DIRECTOR 40 00			
PHOEBE S WINDER	TRUSTEE	0	0	0
176 FEDERAL STREET BOSTON, MA 02110	2 00			
KENNETH MEYERS	TRUSTEE	0	0	0
176 FEDERAL STREET BOSTON, MA 02110	2 00			

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
COURTNEY J BOURNS	SENIOR PROGRAM OFFIC 40 00	124,504	18,630	0
176 FEDERAL STREET BOSTON,MA 02110				

Total number of other employees paid over \$50,000.	0
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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FRESH ADVANTAGE LLC	PROGRAM SUPPORT	78,500
360 STATE STREET 2501 NEW HAVEN, CT 06510		
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	
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 FAIR FOOD FUND - NOTE RECEIVABLE - A LOW INTEREST LOAN TO SUPPORT THE NORTHEAST FAIR FOOD FUND, A PROGRAM THAT INVESTS IN LOCAL AND REGIONAL FOOD BUSINESSES THAT, IN TURN, SUPPORT FARMS IN THE NORTHEASTERN UNITED STATES	125,000
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	125,000

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	81,849,138
b	Average of monthly cash balances.	1b	1,121,322
c	Fair market value of all other assets (see instructions).	1c	107,339
d	Total (add lines 1a, b, and c).	1d	83,077,799
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	557,016
3	Subtract line 2 from line 1d.	3	82,520,783
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,237,812
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	81,282,971
6	Minimum investment return. Enter 5% of line 5.	6	4,064,149

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	4,064,149
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	43,706
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	43,706
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,020,443
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,020,443
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	4,020,443

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	4,164,969
b	Program-related investments—total from Part IX-B.	1b	125,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	947
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	4,290,916
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	43,706
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,247,210
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			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only. 0			
b		Total for prior years 20__ , 20__ , 20__ 0			
3		Excess distributions carryover, if any, to 2013			
a		From 2008. 454,193			
b		From 2009.			
c		From 2010.			
d		From 2011.			
e		From 2012. 791,437			
f		Total of lines 3a through e. 1,245,630			
4		Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,290,916			
a		Applied to 2012, but not more than line 2a 0			
b		Applied to undistributed income of prior years (Election required—see instructions). 0			
c		Treated as distributions out of corpus (Election required—see instructions). 0			
d		Applied to 2013 distributable amount. 4,020,443			
e		Remaining amount distributed out of corpus 270,473			
5		Excess distributions carryover applied to 2013 0 0			
		(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 1,516,103			
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 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). 500,000			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . 454,193			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 561,910			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010.			
c		Excess from 2011.			
d		Excess from 2012. 561,910			
e		Excess from 2013.			

Part XIV

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. . . .

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:

■ 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))

• 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,223,800
b Approved for future payment				
JUST FOOD INC 1155 AVENUE OF THE AMERICAS 3RD FLOOR NEW YORK, NY 10036	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	34,000
MAINE ASSOCIATION OF NONPROFITS 565 CONGRESS ST SUITE 301 PORTLAND, ME 04101	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000
PARTNERS FOR A HEALTHIER COMMUNITY PO BOX 4895 SPRINGFIELD, MA 01101	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	135,000
Total			3b	194,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
DISPOSAL OF OFFICE EQUIPMENT	P		2013-12-31
IVORY FLAGSHIP FUND, LP - K-1 SECTION 1256 GAINS - NET LONG TERM	P		2013-12-31
IVORY FLAGSHIP FUND, LP - K-1 SECTION 1256 GAINS - NET SHORT TERM	P		2013-12-31
IVORY FLAGSHIP FUND, LP - K-1 SECTION - NET SHORT TERM	P		2013-12-31
IVORY FLAGSHIP FUND, LP - K-1 SECTION - NET LONG TERM	P		2013-12-31
SIGULER GUFF III - K-1 SHORT TERM	P		2013-12-31
SIGULER GUFF III - K-1 LONG TERM	P		2013-12-31
SIGULER GUFF III - K-1 SECTION 1256 GAINS - NET SHORT TERM	P		2013-12-31
SIGULER GUFF III - K-1 SECTION 1256 GAINS - NET LONG TERM	P		2013-12-31
SIGULER GUFF II - K-1 SHORT TERM	P		2013-12-31
SIGULER GUFF II - K-1 LONG TERM	P		2013-12-31
SIGULER GUFF II - K-1 SECTION 1256 GAINS - NET SHORT TERM	P		2013-12-31
SIGULER GUFF II - K-1 SECTION 1256 GAINS - NET LONG TERM	P		2013-12-31
ALYDAR FUND, LP - K-1 SHORT TERM	P		2013-12-31
ALYDAR FUND, LP - K-1 LONG TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 SECTION 1256 GAINS - NET LONG TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 SECTION 1256 GAINS - NET SHORT TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 - NET LONG TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 - NET SHORT TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 SECTION 1256 GAINS - NET LONG TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 SECTION 1256 GAINS - NET SHORT TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 - NET LONG TERM	P		2013-12-31
POWERSHARES DB COMMODITY - K-1 - NET SHORT TERM	P		2013-12-31
PUBLICLY TRADED SECURITIES - FIDUCIARY TRUST - HOUSE ACCOUNT	P	2012-12-18	2013-10-24
PUBLICLY TRADED SECURITIES - FIDUCIARY TRUST - HOUSE ACCOUNT	P	2012-09-27	2013-10-29
PUBLICLY TRADED SECURITIES - FIDUCIARY TRUST - WINDHAVEN	P		2013-12-31
PUBLICLY TRADED SECURITIES - FIDUCIARY TRUST - WINDHAVEN	P		2013-12-31
PUBLICLY TRADED SECURITIES - FIDUCIARY TRUST - PIMCO SECTION	P		2013-12-31
PUBLICLY TRADED SECURITIES - FIDUCIARY TRUST - PIMCO SECTION	P		2013-12-31
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND II LP - SECTION 1231 LOSS	P		2013-12-31

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)
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND III LP - SECTION 1231 LOSS	P		2013-12-31
ENTERPRISE PRODUCTS PARTNERS L P - SECTION 1231 LOSS	P		2013-12-31
CAPITAL GAINS 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)
171	16,592	16,763	0
		6,091	-6,091
		4,061	-4,061
480,205			480,205
15,499			15,499
3,925			3,925
157,046			157,046
		303	-303
		454	-454
7,518			7,518
24,300			24,300
		180	-180
		269	-269
327,846			327,846
37,449			37,449
		48	-48
		1,155	-1,155
		3,345	-3,345
		2,230	-2,230
		33	-33
		3	-3
		68	-68
		46	-46
10,392,709		10,392,709	0
6,284,349		5,076,663	1,207,686
142,834		145,519	-2,685
146,434		125,237	21,197
776,024		808,886	-32,862
3,195,768		3,131,259	64,509
		94	-94

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)
		10	-10
28			28
543,852			543,852

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	
			0
			-6,091
			-4,061
			480,205
			15,499
			3,925
			157,046
			-303
			-454
			7,518
			24,300
			-180
			-269
			327,846
			37,449
			-48
			-1,155
			-3,345
			-2,230
			-33
			-3
			-68
			-46
			0
			1,207,686
			-2,685
			21,197
			-32,862
			64,509
			-94

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	
			-10
			28
			543,852

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN FARMLAND TRUST 1 SHORT STREET NORTHAMPTON,MA 01060	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	33,000
BOLTON WALKERS DBA JUST CAUSE WALK FOR BREAST CANCER PO BOX 132 BOLTON,MA 01740	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	10,000
BOSTON NATURAL AREAS NETWORK 62 SUMMER STREET BOSTON,MA 02110	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
BOSTON PUBLIC MARKET ASSOCIATION PO BOX 52385 BOSTON,MA 02205	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	625,000
CISA 1 SUGARLOAF STREET SOUTH DEERFIELD,MA 01373	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	105,000
CLEAN AIR-COOL PLANET 131 MAIN STREET DURHAM,NH 03824	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	30,000
CODMAN ACADEMY FOUNDATION PO BOX 240906 DORCHESTER,MA 02124	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
COMMUNITY TEAMWORK INC 155 MERRIMACK STREET LOWELL,MA 01852	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	100,000
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON,MA 02110	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	33,000
COOPERATIVE FUND OF NEW ENGLAND 5533 PEDEN POINT ROAD WILMINGTON,NC 28409	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	21,000
FAIR FOOD NETWORK 205 E WASHINGTON ST SUITE B ANN HARBOR,MI 48104	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000
FARM FRESH RHODE ISLAND 1005 MAIN ST 1220 PAWTUCKET,RI 02860	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	40,000
FRANKLIN COUNTY COMMUNITY DEV CORP 324 WELLS ST GREENFIELD,MA 01301	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	113,000
FRANKLIN REGIONAL COUNCIL OF GOVERNMENTS 12 OLIVE STREET 2 GREENFIELD,MA 01301	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	74,025
GROW SMART RHODE ISLAND 235 PROMENADE ST SUITE 550 PROVIDENCE,RI 02908	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	40,000
Total  3a				3,223,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HAMPSHIRE COLLEGE 893 WEST ST AMHERST,MA 01002	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
HARTFOOD FOOD SYSTEM INC 86 PARK STREET 2ND FLOOR HARTFORD,CT 06106	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	24,000
HEALTH CARE WITHOUT HARM 12355 SUNRISE VALLEY DR RESTON,VA 20191	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
INNOVATION NETWORK FOR COMMUNITIES PO BOX 397 BEAVER ISLAND,MI 49782	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000
JUST FOOD INC 1155 AVENUE OF THE AMERICAS 3RD FLOOR NEWYORK,NY 10036	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	25,000
MA FOOD POLICY EXPENDABLE TRUST 251 CAUSEWAY STREET SUITE 500 BOSTON,MA 02114	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST,ME 04915	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	40,000
NEW ECOLOGY INC 15 COURT SQUARE SUITE 420 BOSTON,MA 02108	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	50,000
RED TOMATO 1033 TURNPIKE STREET CANTON,MA 02021	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	100,000
SOUTHSIDE COMMUNITY LAND TRUST 109 SOMERSET STREET PROVIDENCE,RI 02907	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	40,000
ST MARY'S EPISCOPAL CHURCH 324 EAST MAIN ROAD PORTSMOUTH,RI 02871	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	30,000
THE BOSTON FOUNDATION 75 ARLINGTON STREET BOSTON,MA 02116	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	200,000
THE TRUSTEES OF RESERVATIONS 396 MOOSE HILL STREET SHARON,MA 02067	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	321,625
THIRD SECTOR NEW ENGLAND 89 SOUTH STREET 700 BOSTON,MA 02111	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	210,000
UNIVERSITY OF MASSACHUSETTS FOUNDATION 225 FRANKLIN STREET BOSTON,MA 02110	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	200,000
Total  3a				3,223,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF NEW HAMPSHIRE FOUNDATION 131 MAIN STREET DURHAM,NH 03824	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	140,000
UNIVERSITY OF SOUTHERN MAINE 96 FALMOUTH STREET PORTLAND,ME 04104	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	40,000
VERMONT SUSTAINABLE JOBS FUND 3 PITKIN COURT SUITE 301E MONTPELIER,VT 05602	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	78,500
WHOLESOME WAVE FOUNDATION 189 STATE STREET BRIDGEPORT,CT 06604	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	140,650
YMCA OF GREATER BOSTON 316 HUNTINGTON AVE BOSTON,MA 02115	NO RELATIONSHIP	EXEMPT UNDER 501 (C)(	UNRESTRICTED CHARITABLE GRANT	60,000
Total  3a				3,223,800

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 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 HENRY P KENDALL FOUNDATION	Employer identification number 04-6029103
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Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% 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 for 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 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 990PF, 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 HENRY P KENDALL FOUNDATION	Employer identification number 04-6029103
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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
<u>1</u>	BARR FOUNDATION THE PILOT HOUSE LEWIS WHARF BOSTON, MA 02110	\$ 500,000	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)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization HENRY P KENDALL FOUNDATION	Employer identification number 04-6029103
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization HENRY P KENDALL FOUNDATION	Employer identification number 04-6029103
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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

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
HENRY P KENDALL FOUNDATION

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

04-6029103

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	474
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	559

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A			
17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	4,016
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		473	5 0	HY	200 DB	24
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	5,073
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2013 Accounting Fees Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	30,000	15,000		15,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT 2003 - 2008	2006-12-31	3,343	3,306	200DB	5 0000000000000	37	0		
COMPUTER EQUIPMENT - 2010	2010-12-31	27,094	23,328	200DB	5 0000000000000	1,506	0		
COMPUTER EQUIPMENT - 2011	2011-12-31	8,912	3,998	200DB	5 0000000000000	1,966	0		
LEASEHOLD IMPROVEMENTS	2003-06-01	21,795	5,356	SL	39 0000000000000	559	0		
FURNITURE & FIXTURES	2002-07-01	6,740	6,740	200DB	7 0000000000000	0	0		
FURNITURE & FIXTURES	2006-05-02	2,572	2,457	200DB	7 0000000000000	115	0		
FURNITURE & FIXTURES	2008-08-15	2,216	1,721	200DB	7 0000000000000	198	0		
COMPUTER EQUIPMENT - 2011	2011-12-08	972	418	200DB	5 0000000000000	194	0		
COMPUTER EQUIPMENT - 2013	2013-11-22	947		200DB	5 0000000000000	498	0		
COMPUTER EQUIPMENT 2004	2004-02-05	15,980	15,980	200DB	5 0000000000000	0	0		

**TY 2013 Investments Corporate
Stock Schedule**

Name: HENRY P KENDALL FOUNDATION
EIN: 04-6029103

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES, FIXED INCOME & MUTUAL FUNDS	85,667,987	85,667,987

TY 2013 Land, Etc. Schedule**Name:** HENRY P KENDALL FOUNDATION**EIN:** 04-6029103

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT 2003 - 2008	3,343	3,343	0	
COMPUTER EQUIPMENT - 2010	27,094	24,834	2,260	
COMPUTER EQUIPMENT - 2011	8,912	5,964	2,948	
LEASEHOLD IMPROVEMENTS	21,795	5,915	15,880	
FURNITURE & FIXTURES	6,740	6,740	0	
FURNITURE & FIXTURES	2,572	2,572	0	
FURNITURE & FIXTURES	2,216	1,919	297	
COMPUTER EQUIPMENT - 2013	947	498	449	

TY 2013 Legal Fees Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	31,621	0		31,621

TY 2013 Other Assets Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSITS	13,240	13,240	13,240
PREPAID EXPENSES	3,250	0	0

TY 2013 Other Decreases Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Amount
OTHER DIFFERENCES AS REPORTED ON K-1 PASS-THROUGH ENTITIES	31,250

TY 2013 Other Expenses Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER EXPENSE	22,330	0		22,330
OFFICE EXPENSE	3,322	0		3,322
POSTAGE & DELIVERY	84	0		84
INSURANCE	3,831	0		3,831
PROGRAM EXPENSES	56,956	0		56,956
TELEPHONE & INTERNET	13,360	0		13,360
SHARON PROPERTY COSTS	869	0		869
DEDUCTIONS FROM ALYDAR K-1	13,993	13,993		0
DEDUCTIONS FROM IVORY K-1	26,471	26,471		0
DEDUCTIONS FROM SIGULER GUFF II K-1	22,836	22,836		0
DEDUCTIONS FROM SIGULER GUFF III K-1	28,165	28,165		0
DEDUCTIONS FROM POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	0	936		0
DEDUCTIONS FROM POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	0	79		0

TY 2013 Other Income Schedule**Name:** HENRY P KENDALL FOUNDATION**EIN:** 04-6029103

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ALYDAR FUND L P - K-1	-32,186	-32,186	-32,186
IVORY - K-1	-49,724	-49,724	-49,724
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND II, LP - K-1	62,014	62,014	62,014
SIGULER GUFF DISTRESSED OPPORTUNITIES FUND III, LP - K-1	48,125	48,125	48,125
CRESCENT DIRECT LENDING FUND, LP - K-1	4,056	4,056	4,056
ENTERPRISE PRODUCTS PARTNERS L P - K-1	0	-207	0

TY 2013 Other Increases Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Amount
NET UNREALIZED GAIN ON INVESTMENTS AND LIMITED PARTNERSHIPS	5,111,711

TY 2013 Other Liabilities Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Description	Beginning of Year - Book Value	End of Year - Book Value
INVESTMENT - PARTNERSHIP - PURCHASE PAYABLE	0	557,016

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TY 2013 Other Notes/Loans

Receivable Long Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
FAIR FOOD FUND	NONE	125,000	125,000	2013-11	2020-11	LUMP SUM	150 0000000000 %		PROGRAM-RELATED INVESTMENT		0

TY 2013 Other Professional Fees Schedule**Name:** HENRY P KENDALL FOUNDATION**EIN:** 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALLOCABLE CONSULTING FEES	158,618	34,720		123,898
INVESTMENT MANAGEMENT FEES	27,518	27,518		0
CUSTODIAN FEES	48,361	48,361		0

TY 2013 Taxes Schedule

Name: HENRY P KENDALL FOUNDATION

EIN: 04-6029103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MASSACHUSETTS ANNUAL REPORT - FORM PC	500	0		500
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	36,000	0		0