



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

HENRY B. MARTIN FUND, INC.
C/O RUSSELL, BRIER & CO. LLP

A Employer identification number

04-6031995

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

Room/suite

B Telephone number

617-227-7940

TEN POST OFFICE SQ., 6TH FL

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

BOSTON, MA 02109

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeC If exemption application is pending, check here ☐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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Fair market value of all assets at end of year

J Accounting method ☒ Cash ☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 1,525,543. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

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

25,660.

25,660.

STATEMENT 1

5a Gross rents

b Net rental income (or loss)

145,235.

6a Net gain (or loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 594,688.

145,235.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

170,895.

170,895.

12 Total. Add lines 1 through 11

0.

0.

0.

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 2

2,800.

2,100.

700.

c Other professional fees

STMT 3

13,841.

4,709.

9,132.

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

19,003.

0.

9,519.

24 Total operating and administrative expenses. Add lines 13 through 23

36,983.

7,001.

19,351.

25 Contributions, gifts, grants paid

80,000.

80,000.

26 Total expenses and disbursements. Add lines 24 and 25

116,983.

7,001.

99,351.

27 Subtract line 26 from line 12

53,912.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

163,894.

c Adjusted net income (if negative, enter -0-)

N/A

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		6,630.	4,129.	4,129.
	2	Savings and temporary cash investments		175,408.	161,736.	161,736.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9	63,296.	63,828.	53,343.	
	b	Investments - corporate stock STMT 10	738,201.	720,215.	1,006,010.	
	c	Investments - corporate bonds STMT 11	173,311.	223,364.	241,869.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12	21,209.	56,759.	58,456.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,178,055.	1,230,031.	1,525,543.		
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐				
		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	1,178,055.	1,230,031.		
30	Total net assets or fund balances	1,178,055.	1,230,031.			
31	Total liabilities and net assets/fund balances	1,178,055.	1,230,031.			

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	1,178,055.
2	Enter amount from Part I, line 27a	2	53,912.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	833.
4	Add lines 1, 2, and 3	4	1,232,800.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	2,769.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,230,031.

Form 990-PF (2013)

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 CAPITAL GAIN DISTRIBUTIONS	P		
b PUBLICLY TRADED SECURITIES	P		
c PUBLICLY TRADED SECURITIES	P		
d CAPITAL GAIN FROM PERRIGO MERGER	P		
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 193.			193.
b 44,343.		37,941.	6,402.
c 546,024.		411,512.	134,512.
d 4,128.			4,128.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			193.
b			6,402.
c			134,512.
d			4,128.
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	145,235.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	107,967.	1,427,871.	.075614
2011	121,910.	1,502,496.	.081138
2010	89,391.	1,458,827.	.061276
2009	90,565.	1,230,351.	.073609
2008	89,040.	1,608,031.	.055372

2 Total of line 1, column (d)	2	.347009
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	.069402
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,468,294.
5 Multiply line 4 by line 3	5	101,903.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,639.
7 Add lines 5 and 6	7	103,542.
8 Enter qualifying distributions from Part XII, line 4	8	99,351.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	3,278.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	3,278.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	3,278.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,120.	
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	1,120.	
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	2,158.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Form 990-PF (2013)

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 ► N/A	13	X	
14	The books are in care of ► HEMENWAY & BARNES Telephone no ► 617-227-7940 Located at ► 60 STATE STREET, BOSTON, MA ZIP+4 ► 02109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 N/A	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) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

Form 990-PF (2013)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). ☐ N/A

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.

(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 13		0.	0.	0.

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

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

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 GRANT MAKING	
	80,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	1,480,140.
b	Average of monthly cash balances	1b	10,514.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,490,654.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,490,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,360.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,468,294.
6	Minimum investment return. Enter 5% of line 5	6	73,415.

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	73,415.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,278.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,278.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,137.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	70,137.
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	70,137.

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	99,351.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	99,351.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,351.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

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				70,137.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	9,314.			
b From 2009	29,805.			
c From 2010	17,368.			
d From 2011	48,885.			
e From 2012	38,787.			
f Total of lines 3a through e	144,159.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 99,351.			0.	
a Applied to 2012, but not more than line 2a				
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				70,137.
e Remaining amount distributed out of corpus	29,214.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	173,373.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	9,314.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	164,059.			
10 Analysis of line 9				
a Excess from 2009	29,805.			
b Excess from 2010	17,368.			
c Excess from 2011	48,885.			
d Excess from 2012	38,787.			
e Excess from 2013	29,214.			

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly
for active conduct of exempt activities
Subtract line 2d from line 2c

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

a "Assets" alternative test - enter
(1) Value of all assets

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

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 14

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMY ARRUDA 554 BLUE HILL AVE MILTON, MA 02186	NONE			1,500.
ANN THORPE PO BOX 143 MILTON, MA 02186	NONE			2,000.
BERNADETTE DELVA 59 OAK ST. MILTON, MA 02186	NONE			2,000.
CAMILLE PARKER 551 ELIOT ST. MILTON, MA 02186	NONE			2,000.
CHARLES MARKLAND 216 BLUE HILL PARKWAY MILTON, MA 02186	NONE			1,000.
Total	SEE CONTINUATION SHEET(S)			80,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	25,660.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	145,235.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		170,895.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	170,895.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash		X
(2) Other assets		X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

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

b If "Yes," complete the following schedule

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

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

Signature of officer or trustee: *[Signature]* Date: *6 May 14* Title: *PREPARE*

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	KEITH P. LAGRAVES	<i>[Signature]</i>	4-5-14		P00068702
	Firm's name	Firm's EIN			
	RUSSELL, BRIER & CO., LLP		04-1796830		
	Firm's address			Phone no	
	TEN POST OFFICE SQUARE, 6TH FLOOR BOSTON, MA 02109-4689			617-523-7094	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CONQUISTA ROSCOE 199 CHURCH ST. #2 MILTON, MA 02186	NONE			2,000.
CORENE JENKINS 4 POPE HILL ROAD MILTON, MA 02186	NONE			1,000.
DANIA CADET 139 BLUE HILLS PARKWAY MILTON, MA 02186	NONE			1,500.
DIANA RUSSO 54 CENTRAL AVE. #3 MILTON, MA 02186	NONE			2,000.
DIEUNA NOMIL 160 BROOK ROAD MILTON, MA 02186	NONE			1,500.
DONNA HALL 9 CHEEVER ST. MILTON, MA 02186	NONE			2,000.
ELHOUSEIN BOUHAL 6 LOTHROP AVE. #1 MILTON, MA 02186	NONE			1,500.
GENIE MORELUS 137 BLUE HILLS PKWY #1 MILTON, MA 02186	NONE			2,000.
GRACE OSAZEE 436 CENTRAL AVE. MILTON, MA 02186	NONE			2,000.
JACKLIN PHAM 27 VALLEY ROAD MILTON, MA 02186	NONE			1,500.
Total from continuation sheets				71,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JENNIFER FARLEY 21 HIGH STREET MILTON, MA 02186	NONE			500.
JENNIFER FRANCIS 315 BLUE HILL AVE. MILTON, MA 02186	NONE			2,000.
JUDITH HUNKLER 119 WARREN AVE. MILTON, MA 02186	NONE			2,000.
JUSCELAINE AUDATE 175 BLUE HILL AVE. MILTON, MA 02186	NONE			2,000.
KAREN GOULD 28 BRANDON ROAD MILTON, MA 02186	NONE			500.
KARMISSA ROLLE 14 KAHLER AVE. #2 MILTON, MA 02186	NONE			1,000.
KARYLYN SHEA 16 WEST ST. #2 MILTON, MA 02186	NONE			2,000.
KAYLA DAVIS 35 WARREN AVE. MILTON, MA 02186	NONE			500.
KEISHA THOMPSON 85 BROOK RD. #1 MILTON, MA 02186	NONE			2,000.
KERRY SWIFT 29 LINCOLN ST. #1 MILTON, MA 02186	NONE			2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LASAGNA BANKS 143 BLUE HILL AVE. MILTON, MA 02186	NONE			1,000.
LIA PERKINS 14 LOTHROP AVE. #2 MILTON, MA 02186	NONE			500.
LINDA AND KEVIN THERNIZE 69 ST. AGATHA'S RD. MILTON, MA 02186	NONE			2,000.
LISA JANCATERINO 60 WARREN AVE. #1 MILTON, MA 02186	NONE			500.
LISA TARVER 5 WARREN AVE. #2 MILTON, MA 02186	NONE			500.
LYNNE & JOSEPH HAYES 30 CURTIS RD. APT. 503 MILTON, MA 02186	NONE			1,500.
MARCELLE DENIS 396 BLUE HILLS PARKWAY MILTON, MA 02186	NONE			1,000.
MARIE EVEILLARD 50 CURTIS RD. MILTON, MA 02186	NONE			1,000.
MARILYNN HARTIN 10 BRECK ST. #1 MILTON, MA 02186	NONE			2,000.
MARK LABELLE 86 CHEEVER ST MILTON, MA 02186	NONE			1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARKILE GRIFFITH-LE MAITRE 106 BROOK ROAD #1 MILTON, MA 02186	NONE			500.
MARYBETH CHIAVAROLI 320 CENTRAL AVE. MILTON, MA 02186	NONE			2,000.
MAUREEN HOLMES 244 ELIOT ST. #1 MILTON, MA 02186	NONE			1,500.
MICHELINE CENAFILS 221 ROBBINS ST., MILTON, MA 02186 MILTON, MA 02186	NONE			2,000.
MIRIAM FEBRES 37 MAPLE ST MILTON, MA 02186	NONE			2,000.
MYRLINE PROPHETE 17 REVERE ST. #1 MILTON, MA 02186	NONE			2,000.
NILINSKIE KAVANAGH 113 BLUE HILL AVE. MILTON, MA 02186	NONE			2,000.
PATRICIA NAOMI GREEN 70 BLUE HILL AVE. MILTON, MA 02186	NONE			2,000.
RICHARD HARRIS 18 WEST ST. MILTON, MA 02186	NONE			500.
ROSETTA GABRIEL 63 BLUE HILL AVE. #2 MILTON, MA 02186	NONE			2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SACHA ANDERSON 62 BRUSH HILL RD. #2 MILTON, MA 02186	NONE			2,000.
SANDRA VALEUR 47 DEXTER ST. MILTON, MA 02186	NONE			2,000.
SHEILA AND SCOTT HARRIS 79 CENTRAL AVE. MILTON, MA 02186	NONE			500.
TANIA GOODING 32 CONCORD AVE. #2 MILTON, MA 02186	NONE			2,000.
TRISTA MARQUEZ 17 LOTHROP AVE. MILTON, MA 02186	NONE			2,000.
WENDY ELDER 165 BLUE HILL PKWY MILTON, MA 02186	NONE			2,000.
ZAKIYA NARINE 27 OAK STREET MILTON, MA 02186	NONE			2,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE BOND INTEREST	7,888.	0.	7,888.	7,888.	
DIVIDENDS	16,476.	0.	16,476.	16,476.	
U.S. INTEREST	1,296.	0.	1,296.	1,296.	
TO PART I, LINE 4	25,660.	0.	25,660.	25,660.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RUSSELL BRIER & CO	2,800.	2,100.		700.
TO FORM 990-PF, PG 1, LN 16B	2,800.	2,100.		700.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MIDDLETON & CO	12,176.	3,044.		9,132.
HEMENWAY & BARNES	319.	319.		0.
STATE STREET BANK	1,346.	1,346.		0.
TO FORM 990-PF, PG 1, LN 16C	13,841.	4,709.		9,132.

FORM 990-PF	TAXES	STATEMENT	4
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	192.	192.		0.
2012 BALANCE DUE	27.	0.		0.
2013 ESTIMATED PAYMENTS	1,120.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,339.	192.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIRST PARISH CHURCH	18,968.	0.		9,484.
MA FILING FEE	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	19,003.	0.		9,519.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
-------------	--	-----------	---

DESCRIPTION	AMOUNT
COST ADJUSTMENT FOR US TSY NT INFL INDX	530.
DIFFERENCE BETWEEN BOOK VS TAX INTEREST	34.
DIFFERENCE BETWEEN BOOK VS TAX FOREIGN TAXES	187.
DIFFERENCE BETWEEN BOOK VS TAX CAPITAL GAIN DISTRIBUTIONS	82.
TOTAL TO FORM 990-PF, PART III, LINE 3	833.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
NET UNCLEAR CHECKS		2,500.	
DIFFERENCE BETWEEN BOOK VS TAX DIVIDENDS		269.	
TOTAL TO FORM 990-PF, PART III, LINE 5		2,769.	

FORM 990-PF	OTHER FUNDS	STATEMENT	8
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
ENDOWMENT FUND	1,178,055.	1,230,031.	
TOTAL TO FORM 990-PF, PART II, LINE 29	1,178,055.	1,230,031.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
PUBLICLY TRADED SECURITIES	X		63,828.	53,343.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			63,828.	53,343.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			63,828.	53,343.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES		720,215.	1,006,010.
TOTAL TO FORM 990-PF, PART II, LINE 10B		720,215.	1,006,010.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES	223,364.	241,869.
TOTAL TO FORM 990-PF, PART II, LINE 10C	223,364.	241,869.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES	COST	56,759.	58,456.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,759.	58,456.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN T. HEMENWAY C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	PRESIDENT 2.00	0.	0.	0.
DAVID H. MORSE C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	TREAS./CLERK 2.00	0.	0.	0.
ENID W. CHAPMAN C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	DIRECTOR 2.00	0.	0.	0.
ANDREW MALONEY C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	DIRECTOR 2.00	0.	0.	0.

BONNIE M. HEALY C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	DIRECTOR 2.00	0.	0.	0.
THOMAS KEMP C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	DIRECTOR 2.00	0.	0.	0.
ANNE-MARIE BUCKLAND C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	DIRECTOR 2.00	0.	0.	0.
ROGER GRAY C/O HEMENWAY & BARNES, 60 STATE ST. BOSTON, MA 02109	DIRECTOR 2.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	0.
----	----	----

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID H. MORSE
HEMENWAY & BARNES, 60 STATE STREET
BOSTON, MA 02109

TELEPHONE NUMBER

617-227-7940

FORM AND CONTENT OF APPLICATIONS

NOT APPLICABLE-SEE EXPLANATION FOR QUESTION 2D

ANY SUBMISSION DEADLINES

NOT APPLICABLE-SEE EXPLANATION FOR QUESTION 2D

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION MAKES GRANTS AND DISTRIBUTIONS TO NEEDY INDIVIDUALS AND ORGANIZATIONS WHICH HAVE NOW OR PREVIOUSLY HAVE HAD A RELATIONSHIP TO THE TOWN OF MILTON, MASSACHUSETTS. THE FUNDS ARE MOST OFTEN USED TO PAY FOR CURRENT EXPENSES RELATED TO PEOPLE'S RENT, GAS, ELECTRICITY, TELEPHONE, FOOD, FUEL, MEDICAL, DENTAL, COUNSELING, TAXES, HOME REPAIR AND CHILDCARE.