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

2013

Department of the Treasury
Internal Revenue Service

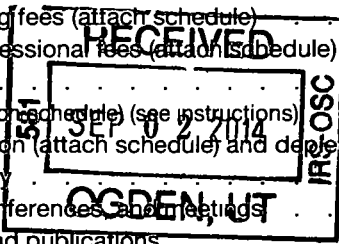
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Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, **and ending** , 20

Name of foundation Highstead Foundation, Inc.		A Employer identification number 06-1108612
Number and street (or P O box number if mail is not delivered to street address) PO Box 1097	Room/suite	B Telephone number (see instructions) 203-938-8809
City or town, state or province, country, and ZIP or foreign postal code Redding, CT 06875		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,817,117	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>		

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)	1,273,671			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	25	25	25	
	4 Dividends and interest from securities	760	760	760	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	103,347			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		103,347		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,377,803	104,132	785		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	92,405			92,405
	14 Other employee salaries and wages	632,936			632,936
	15 Pension plans, employee benefits	149,363			149,363
	16a Legal fees (attach schedule)	19,560			19,560
	b Accounting fees (attach schedule)	20,431	5,108		15,323
	c Other professional fees (attach schedule)	86,500			86,500
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,300			1,300
	19 Depreciation (attach schedule) and depletion	56,230			
	20 Occupancy	35,190			35,190
	21 Travel, conferences, and meetings	26,404			26,404
	22 Printing and publications				
	23 Other expenses (attach schedule)	187,379			187,379
	24 Total operating and administrative expenses. Add lines 13 through 23	1,307,698	5,108		1,246,360
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	1,307,698	5,108		1,246,360	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	70,105				
b Net investment income (if negative, enter -0-)		99,024			
c Adjusted net income (if negative, enter -0-)			785		



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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		152,951	40,662	40,662
	2	Savings and temporary cash investments		156,513	493,838	493,838
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)				
	b	Investments—corporate stock (attach schedule)		306,475	207,775	207,775
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶		2,131,072	2,074,842	2,074,842
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		2,747,011	2,817,117	2,817,117	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> 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		2,747,011	2,817,117	
30	Total net assets or fund balances (see instructions)		2,747,011	2,817,117		
31	Total liabilities and net assets/fund balances (see instructions)		2,747,011	2,817,117		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,747,011
2	Enter amount from Part I, line 27a	2	70,105
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	1
4	Add lines 1, 2, and 3	4	2,817,117
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,817,117

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	3,000 Shares Intuit, Inc.	D	07-06-2010	03-05-2013
b	Miscellaneous	P	Various	Various
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	202,047	103,914	98,133	
b	5,214		5,214	
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) 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				
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	103,347	
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	-0-	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,165,472	-0-	1.0000
2011	1,043,784	-0-	1.0000
2010	824,276	-0-	1.0000
2009	794,765	-0-	1.0000
2008	1,688,020	-0-	1.0000
2	Total of line 1, column (d)	2	5.0000
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	1.0000
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	-0-
5	Multiply line 4 by line 3	5	-0-
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	990
7	Add lines 5 and 6	7	990
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	1,246,360

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	990	
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	990	
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	990	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,000	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 10 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		✓
b		✓
<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		✓
d		
e		
2		✓
3		✓
4a		✓
4b		
5		✓
6	✓	
7	✓	
8a		
b	✓	
9	✓	
10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ <u>Highstead Foundation, Inc.</u> Telephone no. ▶ <u>203-938-8809</u> Located at ▶ <u>127 Lonetown Road, Redding, CT</u> ZIP+4 ▶ <u>06896</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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 ✓

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule Attached				

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
Emily M. Bateson 2 Brigham St., Watertown, MA 02472	Conservation Director, 40 hrs	108,709	11,579	-0-
George W. Elkins 20 Tautan Ln., Newtown, CT 06470	Operations Manager, 40 hrs	78,917	9,474	-0-
William G. Labich 91 Wendell Rd., Shutesbury, MA 01072	Conservationist, 40 hrs	78,681	3,816	-0-
Kathleen Kitka 1 Hemlock Rd., Newtown, CT 06470	Lndscp/Collctns Mgr 40 hrs	58,238	7,956	-0-
Edward K. Faison 34 Flirtation Ave., New Preston, CT 06777	Ecologist, 40 hrs	58,284	2,790	-0-
Total number of other employees paid over \$50,000				2

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

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

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

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 Operates Highstead Arboretum, conducts ecological research there and elsewhere and plays a leadership role in the New England-wide Wildlands and Woodlands initiative working with the Harvard Forest and other local, state and regional partners to conserve the forested landscape.	1,246,360
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 None	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	-0-

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	664,217
b	Average of monthly cash balances	1b	141,860
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	806,077
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	806,077
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	806,077
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	-0-
6	Minimum investment return. Enter 5% of line 5	6	-0-

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,246,360
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,246,360
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	990
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,245,370

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

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

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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	-0-	-0-	-0-	-0-	-0-
b 85% of line 2a	-0-	-0-	-0-	-0-	-0-
c Qualifying distributions from Part XII, line 4 for each year listed	1,246,360	1,166,667	1,045,302	825,361	4,283,690
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	-0-	-0-	-0-	-0-	-0-
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).)
James C. Dudley (Deceased, 9/98), Elisabeth C. Dudley, Henry C. Dudley
 - 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:
 - 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)				
<p>a <i>Paid during the year</i></p> <p>None</p>				
<p>Total</p>			▶ 3a	-0-
<p>b <i>Approved for future payment</i></p> <p>None</p>				
<p>Total</p>			▶ 3b	-0-

Schedule B

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

Schedule of Contributors

OMB No 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization

Highstead Foundation, Inc.

Employer identification number

06-1108612

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

Name of organization Highstead Foundation, Inc.	Employer identification number 06-1108612
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	The Quercus Fund, Inc. ----- c/o Dudley & Shanley, LLC, 130 Maple Ave., Suite 6 ----- Red Bank, NJ 07701 -----	\$ 650,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	The Highstead Fund, Inc. ----- c/o Dudley & Shanley, LLC, 130 Maple Ave., Suite 6 ----- Red Bank, NJ 07701 -----	\$ 600,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Highstead Foundation, Inc. 06-1108812
Form 990-PF, Part I
Analysis of Revenue & Expenses

	Line 1	Line 3	Line 4	Line 5a	Line 6a	Line 7	Line 8a	Line 9	Line 10	Line 11	Line 12	Line 13	Line 14	Line 15	Line 16a	Line 17	Line 18	Line 19	Line 20	Line 21	Line 22	
	Contributions	Interest	Dividends & Interest	Net Gain	Compensation of Director	Salaries & Wages	Pension & Benefits	Legal	Accounting	Other Fees	Taxes	Occupancy	Depreciation	Travel	Other							
Income																						
4100 Contributions Received																						
4110 Contributions-Quecus Fund Inc	650,000.00																					
4120 Contributions-Highstead Fund	600,000.00																					
4130 Contributions-Members	13,671.00																					
4210 Grant-OSI	10,000.00																					
4410 Dividend Income	760.00		760.00																			
4420 Interest Income	24.80	24.80																				
4440 Realized Gain-Securities	103,346.97			103,346.97																		
Total Income	1,377,802.57	24.80	760.00	103,346.97																		
Expense																						
5100 Salaries & Wages																						
5110 Full-time Staff	543,839.73												543,839.73									
5120 Part-time staff	59,179.74												59,179.74									
Total 5100 Salaries & Wages	603,019.47												603,019.47									
5200 Fellows & Interns																						
5210 Conservation Intern Salary	9,919.84												9,919.84									
5220 Ecology Intern Salary	4,988.40												4,988.40									
5230 Communication Intern Salary	14,988.40												14,988.40									
5250 Senior Fellows	50,000.00												50,000.00									
5260 Sr Fellows Expenses	10,000.00												10,000.00									
5270 Sr Fellow Fringe Benefits	15,000.00												15,000.00									
Total 5200 Fellows & Interns	104,916.64												104,916.64									
5300 Employee Benefits																						
5310 Health Insurance	84,781.77												84,781.77									
5320 Flexible Spending	8,578.19												8,578.19									
5330 Hospital Deductible Reimburse	2,701.71												2,701.71									
5340 Disability	4,732.25												4,732.25									
Total 5300 Employee Benefits	100,803.92												100,803.92									
5400 Payroll Taxes																						
5410 Social Security & Medicare	45,710.32												45,710.32									
5420 Unemployment Insurance-CT	2,848.45												2,848.45									
Total 5400 Payroll Taxes	48,558.77												48,558.77									
6100 Administrative																						
6110 Postage & Delivery	548.83												548.83									
6120 Telephone	4,418.99												4,418.99									
6130 Office Supplies	2,457.59												2,457.59									
6135 Ink Cartridges	1,047.12												1,047.12									
6140 Payroll Service Charges	3,236.64												3,236.64									
6145 Retirement Service Charges	1,000.00												1,000.00									
6150 Legal Fees	19,559.50												19,559.50									
6160 Accounting Fees	20,430.50												20,430.50									

Highstead Foundation, Inc. 06-1108612
Form 990-PF, Part I

Analysis of Revenue & Expenses

	Line 1	Line 3	Line 4	Line 5a	Line 6a	Line 7a	Line 8a	Line 9a	Line 10a	Line 11a	Line 12a	Line 13a	Line 14a	Line 15a	Line 16a	Line 17a	Line 18a	Line 19a	Line 20a	Line 21a	Line 22a	
	Contributions	Interest	Dividends & Interest	Net Gain	Compensation of Director	Salaries & Wages	Pension & Benefits	Legal	Accounting	Other Fees	Taxes	Occupancy	Depreciation	Travel	Conf Meet.	Expense						
	Line 1	Line 3	Line 4	Line 5a	Line 6a	Line 7a	Line 8a	Line 9a	Line 10a	Line 11a	Line 12a	Line 13a	Line 14a	Line 15a	Line 16a	Line 17a	Line 18a	Line 19a	Line 20a	Line 21a	Line 22a	
Total	52,659.17																					
6200 Board Expenses																						
6210 Director's Fee-Chairman	82,465.00																					
6220 Board Reimbursement	9,999.97																					
Total 6200 Board Expenses	102,464.97																					
6300 Insurance																						
6310 Workers' Compensation Ins	12,237.00																					
6320 Casualty & Liability	19,442.50																					
6330 Crime & Directors/Officer Ins	1,869.00																					
Total 6300 Insurance	33,548.50																					
6400 Technology																						
6410 Software-Incidental Costs	1,190.26																					
6420 Consulting-IT	1,560.00																					
6430 Computers	1,752.40																					
6440 Hardware	130.19																					
6450 Network Back-up Solution	199.85																					
Total 6400 Technology	4,832.70																					
6500 Operating and Overhead																						
6510 Subscriptions	45.00																					
6520 Memberships & Dues	300.00																					
6530 Staff Development	2,185.00																					
6540 Recruitment Costs	220.00																					
6550 Bank Charges	935.51																					
6560 Tax on Net Investment Income	1,300.06																					
6570 Misc Operating/Food	1,916.84																					
6595 Depreciation	59,230.11																					
Total 6500 Operating and Overhead	63,132.32																					
6600 Travel																						
6610 Vehicle Mileage	17,078.46																					
6620 Meal Allowance	987.29																					
6630 Highstead Overnight	2,242.60																					
6640 Harvard Forest Overnight	270.00																					
6650 Conference Lodging and Reg	3,930.76																					
6660 Flights and Conference Travel	1,648.26																					
Total 6600 Travel	28,157.37																					
7100 Conservation																						
7120 FCRCP	1,557.65																					
7125 RCP Gathering	9,385.96																					
7160 Regional W&W Meetings	620.64																					
7180 Meeting Sponsorships	1,783.75																					
7185 W&W Vermont	10,000.02																					
7190 New England Forest Policy	4,846.00																					
Total 7100 Conservation	28,184.02																					

Highstead Foundation Inc 06-1108612
Form 990-PF, Part I

Analysis of Revenue & Expenses

	Line 1	Line 3	Line 4	Line 5a	Line 13	Line 14	Line 15	Line 16a	Line 16b	Line 18	Line 19	Line 21	Line 23		
	Contributions	Interest	Dividends & Interest	Net Gain	Compensation of Director	Salaries & Wages	Pension & Benefits	Legal	Accounting	Other Fees	Taxes	Occupancy	Depreciation	Travel	Other Expense
	Line 1	Line 3	Line 4	Line 5a	Line 13	Line 14	Line 15	Line 16a	Line 16b	Line 18	Line 19	Line 21	Line 23		
7200 Grant Expenses															
7210 OSI - 2013	9,000.00														9,000.00
Total 7200 Grant Expenses	9,000.00														
7800 Science															
7810 Materials & Supplies	209.56														209.56
7820 Scientific Equipment	1,395.95														1,395.95
7835 Chemical & Other Analysis	632.50														632.50
7830 Research Consulting	16,200.00														16,200.00
7835 HF Research Asst (Grabs)	2,737.97														2,737.97
7850 Scientific Publication Costs	2,474.00														2,474.00
7885 Ecology Meetings	22.19														22.19
7880 Umass PH D Program Costs	541.99														541.99
Total 7800 Science	24,214.16														
8100 Communications															
8110 Highstead Website	113.97														113.97
8120 W&W Website	1,800.00														1,800.00
8130 Web Hosting	131.40														131.40
8140 Marketing and Advertising	476.00														476.00
8150 Newsletter	16,114.92														16,114.92
8160 HS Event Mailing	4,450.54														4,450.54
8170 Communications Consulting	10,000.00								10,000.00						
Total 8100 Communications	33,086.83														
8500 On-Site Programs															
8510 Speaker Honoraria	1,500.00														
8515 Speaker & Participant Travel	246.34											246.34			
8520 Other Event Expenses	479.96														479.96
8530 Catering, Food, etc	407.63														407.63
Total 8500 On-Site Programs	2,633.93														
9100 Landscape Costs															
9110 Equipment Purchases	615.18														615.18
9120 Equipment Repairs & Mbnce	1,490.31														1,490.31
9140 Materials & Supplies	1,774.42														1,774.42
9150 Gasoline & Diesel Fuel	1,121.59														1,121.59
9160 Contractors-Landscape	30.00														30.00
9165 Tree Removal	1,800.00														1,800.00
Total 9100 Landscape Costs	6,831.50														
9200 Collections															
9210 Plants	2,116.00														2,116.00
9220 Supplies & Materials	369.65														369.65
9230 Contractors-Horticultural	1,190.00														1,190.00
9240 Deer Spraying	259.99														259.99
9280 Pragg/Invasive Treatment	1,068.39														1,068.39
9270 Library	279.47														279.47

Highstead Foundation, Inc 06-1105812
 Form 990-PF, Part I
 Analysis of Revenue & Expenses

	Line 1	Line 3	Line 4	Line 5a	Line 6a	Line 7a	Line 8a	Line 9a	Line 10a	Line 11a	Line 12a	Line 13a	Line 14a	Line 15a	Line 16a	Line 17a	Line 18a	Line 19a	Line 20a	Line 21a	Line 22a	
	Contributions	Interest	Dividends & Interest	Net Gain	Compensation of Director	Salaries & Wages	Pension & Benefits	Legal	Accounting	Other Fees	Taxes	Occupancy	Depreciation	Travel	Conf Meet	Expense						
Totals	Line 1	Line 3	Line 4	Line 5a	Line 6a	Line 7a	Line 8a	Line 9a	Line 10a	Line 11a	Line 12a	Line 13a	Line 14a	Line 15a	Line 16a	Line 17a	Line 18a	Line 19a	Line 20a	Line 21a	Line 22a	Line 23a
Total 9200 Collections	5,283.50																					
9300 Buildings																						
9310 Building Repairs & Improvements	6,442.51																					6,442.51
9320 HVAC	2,396.65																					2,396.65
9330 Custodial	236.59																					236.59
9340 Heating Oil	4,823.68																					4,823.68
9350 Electricity	3,418.47																					3,418.47
9360 Security	1,111.00																					1,111.00
Total 9300 Buildings	18,528.90																					
9400 Satellite Offices																						
9410 Belmont Base Rent	12,870.00																		12,870.00			
9420 Belmont Phone	961.07																					961.07
9430 Belmont Furniture	931.20																					931.20
9440 Belmont Utility and Tax	2,323.50																					2,323.50
9450 Harvard Forest Office Rent	5,520.00																		5,520.00			
Total 9400 Satellite Offices	22,605.77																					
9500 Intern Housing																						
9510 Cottage Rental	16,800.00																					
9520 Rental Utilities	444.55																					444.55
Total 9500 Intern Housing	17,244.55																					
Total Expense	1,307,696.69																					
Net Income	70,195.56																					

HIGHSTEAD FOUNDATION, INC.
FORM 990PF, 2013
PAGE 2, PART II, LINE 10b
INVESTMENTS-CORPORATE STOCK

<u>Security</u>	Fair Market Value on Date of <u>Receipt</u>	Date of <u>Receipt</u>	Fair Market Value on <u>,12/31/2012</u>
2,500 Shs Sm Energy Compa	128,200 00	12/19/2012	\$207,775 00
Totals	128,200.00		207,775.00

Highstead Foundation, Inc.
Investments in Common Stock
Calendar Year ended December 31, 2013

Name	Beginning Balances			Received			Sold			Ending Balances			
	Number of Shares	Cost	Unrealized Appreciation	Number of Shares	Cost	Proceeds	Number of Shares	Cost	Proceeds	Number of Shares	Cost	Unrealized Appreciation	FMV
Intuit, Inc	3,000	103,913.70	74,361.30	-	-	-	3,000	103,913.70	202,046.97	-	-	-	-
SM Energy Co, Inc	2,500	4.93	128,195.07	-	-	-	-	-	-	2,500	4.93	207,770.07	207,775.00
		<u>103,918.63</u>	<u>202,556.37</u>			<u>202,046.97</u>		<u>103,913.70</u>	<u>202,046.97</u>		<u>4.93</u>	<u>207,770.07</u>	<u>207,775.00</u>

**HIGHSTEAD FOUNDATION INC.
SCHEDULE OF LAND, EQUIPMENT & OTHER FIXED ASSETS 2013**

Asset Description	Beginning Balance		Fixed Asset		Ending Balance		Accumulated Depreciation (Amortization)			Ending Net Book Value
	Balance		Additions	Deletions	Balance		Deletions	Additions	Balance	
Land, Redding, Connecticut	576,000.00				576,000.00					576,000.00
Land Improvements	128,137.16				128,137.16					128,137.16
Landscaping	30,863.25				30,863.25					30,863.25
Fences (12Yr)-92	6,359.20				6,359.20					6,359.20
Fences (12Yr)-06	11,000.00				11,000.00			916.67		6,875.03
	17,359.20				17,359.20			916.67		13,234.23
Subtotals	752,359.61				752,359.61			916.67		13,234.23
Truck (5Yr)-00	42,427.50				42,427.50					42,427.50
Truck (5Yr)-12	36,278.00				36,278.00			7,255.60		10,883.40
	78,705.50				78,705.50			7,255.60		53,310.90
Subtotal-Trucks										
Tractor(5Yr)-85	24,541.80				24,541.80					24,541.80
Tractor - W End Pwr Equip (5 Yr) - 03	20,280.00				20,280.00					20,280.00
	44,821.80				44,821.80					44,821.80
Subtotals										
Golf Cart(5Yr)-90	2,600.00				2,600.00					2,600.00
Golf Cart(5Yr)-93	3,264.58				3,264.58					3,264.58
	5,864.58				5,864.58					5,864.58
Subtotals										
TrailGator (5Yr) - 05	12,557.16				12,557.16					12,557.16
Subtotal										
Copier (5Yr) - 05	2,150.00				2,150.00					2,150.00
Subtotal										
Computers & Printers (5Yr) - 08	5,999.30				5,999.30			599.93		5,999.30
Subtotal										
Telephone System (5Yr) - 08	11,515.00				11,515.00			1,151.50		11,515.00
Subtotal										
GPS Unit (5Yr) - 05	6,790.00				6,790.00					6,790.00
Subtotal										
Weather Station (5Yr) - 05	5,365.00				5,365.00					5,365.00
Subtotal										
Building (39Yr)-96	783,387.39				783,387.39			20,086.85		351,513.81
Subtotal										
Building Addition(39Yr)-08	1,018,922.20				1,018,922.20			26,126.21		143,694.19
Building Addition(39Yr)-09	3,640.60				3,640.60			93.35		420.04
	1,022,562.80				1,022,562.80			26,219.56		144,114.23
Subtotal										
TOTALS	2,732,078.14				2,732,078.14			56,230.11		657,236.01
										2,074,842.13

Highstead Foundation, Inc.
06-1108612
Description of Charitable Activities
(Part IX-A)

The Foundation was established in 1985 to own, manage and conserve the Highstead Arboretum, which consists of approximately 100 deeded acres and buildings in Redding, CT. The Foundation also makes occasional grants to ecological, conservation, horticultural and other organizations to further research, education and conservation activities in fields related to ecology and botany.

The emphasis of Highstead has been and will be on the development of infrastructure, programs and the land as a center for research, conservation and education of natural and cultural landscapes. Broad developments have included the construction of a headquarters with offices, a lecture and display hall, greenhouse, library, herbarium and maintenance space and establishment of several miles of trails and paths, a pond, focused collections of native plants and their cultivars, ecological experiments, long-term studies, and demonstration areas for the visiting public. Since 1991 Highstead has employed a full time Director and small staff and the public has been introduced to a variety of programs including seminars and other talks, informal tours and guided nature walks, and outdoor classes for adults and students. Inquiries for access by appointment are welcomed but Highstead does not yet have sufficient staff and public facilities to enable it to permit general admission on a daily basis. The staff maintains the landscape and conduct studies.

General purposes of Highstead affording public benefits are:

- To provide a protected conservation area of diverse habitats that contributes to the ecological integrity of the landscape of southwestern Connecticut.
- To serve as a refuge for wildlife within a region of expanding real estate development and to dedicate an area to remain in a natural state in cooperation with the master plan of the Town of Redding and regional conservation organizations.
- To provide a well investigated and documented outdoor classroom and laboratory for those who wish to study natural landscapes, native plants, animals and processes, and the esthetics of natural landscaping.
- To conduct ecological experiments and horticultural displays that illustrate the care and management of woodlands, fields and wetlands.
- To cooperate with other organizations in conserving land and conducting scientific and conservation studies.

Highstead Foundation, Inc.
Form 990-PF

06-1108612
Calendar Year 2013

Statement Concerning Cash Deemed Held for Charitable Activities
Part X, Line 4

The foundation's assets consist entirely of fixed assets used for its exempt purposes and cash balances used to pay for assets and expenses directly connected to its exempt purposes. The foundation occasionally receives contributions of marketable securities which may be held for a short time before they are sold.

The cash balances are maintained in a number of accounts (see the schedule for Part X, Line 1) to facilitate the payment of operating expenses and payrolls. The money market fund is used to safeguard funds before transferring them to the operating and payroll accounts. Amounts in the money market fund are sometimes increased in order to pay for extraordinary costs but reduced during the year as such payments are made. The foundation has no ongoing investment activities.

Highstead Foundation, Inc.
06-1108612
Form 990-PF
Part VIII, Line 1

List of Officers, Directors, Trustees, Foundation Managers and Their Compensation:
(All positions are part-time)

(a)	(b)	(c)	(d)	(e)
Name & Address	Title(s)	Compensation	Contributions to Employee Plans, etc.	Allowances
David R. Foster Harvard Forest Harvard University 324 North Main Street Petersham, MA 01366	Chairman of the Board of Directors & President	\$92,405 00	-0-	-0-
Elisabeth C. Dudley	Director, President Emeritus & Vice President	-0-	-0-	-0-
Henry C. Dudley	Director, Vice President & Treasurer	-0-	-0-	-0-
Sarah Dudley Plimpton	Director & Vice President	-0-	-0-	-0-
Frank E. Shanley	Assistant Treasurer	-0-	-0-	-0-
John J. McGlinchey, Jr.	Assistant Treasurer	-0-	-0-	-0-
Address for above is c/o Dudley & Shanley, LLC 130 Maple Avenue Suite EB2 Red Bank, NJ 07701				
Susan R. Clark 115 Sanfordtown Road Redding, CT 16896	Director & Secretary	-0-	-0-	-0-
Anthony J. Carroll c/o Salans, 620 5th Ave New York, NY 10020	Assistant Secretary	-0-	-0-	-0-
Mary Ashton	Director	-0-	-0-	-0-
Dr. Peter Shaw Ashton	Director	-0-	-0-	-0-
Address for above is Ryden Combe Tuckerton, North Newton Somerset, UK TA70BY				
Peter del Tredici 104 Riverside Street Watertown, MA 02472	Director	-0-	-0-	-0-
Kathy Fallon Lambert 214 Brothers Road Hartland, VT 05048	Director	-0-	-0-	-0-

HIGHSTEAD FOUNDATION, INC.
 FORM 990PF, 2013
 PAGE 8, PART X, LINE 1
 FMV OF SECURITIES AND CASH BALANCES

Date	FMV of Investments		BONY Checking (Genl Ledger Bal)	People's Bank P/R Checking (Genl Ledger Bal)
	Equities	Money Market		
Jan 1	308,951.20	156,513.05	63,435.08	89,515.97
Jan 31	332,540.00	437,196.50	49,866.35	41,456.96
Feb. 28	338,104.00	277,139.22	75,664.12	89,317.23
Mar. 31	148,050.00	309,137.80	106,159.61	138,651.94
Apr. 30	152,500.00	596,117.20	84,932.00	87,329.28
May 31	151,600.00	446,186.52	108,542.27	113,279.07
June 30	149,950.00	442,952.15	28,624.78	60,209.22
July 31	171,825.00	573,971.23	65,536.38	102,738.65
Aug 31	170,800.00	573,581.22	38,756.51	49,680.93
Sept 30	192,975.00	393,525.29	74,185.82	101,421.16
Oct. 31	221,525.00	673,831.57	45,606.62	26,735.51
Nov 30	220,350.00	493,891.83	86,730.58	75,142.28
Dec. 31	207,775.00	493,837.66	21,015.44	19,646.69
	<u>2,766,945.20</u>	<u>5,867,881.24</u>	<u>849,055.56</u>	<u>995,124.89</u>

Averages

	Sum of Individual Balances	Divided by 13
Investments		
Equities	\$2,766,945.20	
Money Market	\$5,867,881.24	
	<u>\$8,634,826.44</u>	<u>\$664,217.42</u>
Cash		
BONY Checking	\$849,055.56	
People's Payroll	\$995,124.89	
	<u>\$1,844,180.45</u>	<u>\$141,860.03</u>

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return See instructions</small>	Name of exempt organization or other filer, see instructions Highstead Foundation, Inc.	Employer identification number (EIN) or 06-1108612
	Number, street, and room or suite no. If a P.O. box, see instructions PO Box 1097	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. Redding, CT 06875	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ Highstead Foundation, Inc., 127 Lonetown Rd., Redding, CT

Telephone No. ▶ 203-938-8809 Fax No. ▶ 203-938-0343

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 13 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,000
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,000

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions