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Return of Private Foundation

OMB No 1545-0052

2013

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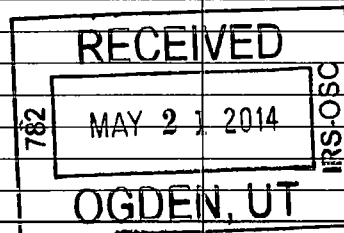
Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation WYMAN HILL FOUNDATION #0741421		A Employer identification number 22-2035424
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 779		B Telephone number 617-439-2498
City or town, state or province, country, and ZIP or foreign postal code STONINGTON, ME 04681-0779		C If exemption application is pending, check here <input type="checkbox"/>
Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
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		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1312400. (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		10.	10.		STATEMENT 2
4 Dividends and interest from securities		31704.	31704.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-15488.			STATEMENT 1
b Gross sales price for all assets on line 6a		279423.			
7 Capital gain net income (from Part IV, line 2)			6604.		
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					
12 Total. Add lines 1 through 11		16226.	38318.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		12133.	9100.		3033.
b Accounting fees STMT 5		1750.	1313.		437.
c Other professional fees STMT 6		11477.	8608.		2869.
17 Interest					
18 Taxes STMT 7		1552.	629.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		35.	0.		35.
24 Total operating and administrative expenses Add lines 13 through 23		26947.	19650.		6374.
25 Contributions, gifts, grants paid		55000.			55000.
26 Total expenses and disbursements. Add lines 24 and 25		81947.	19650.		61374.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-65721.			
b Net investment income (if negative, enter -0-)			18668.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 27 2014
Operating and Administrative Expenses

12

WYMAN HILL FOUNDATION

Form 990-PF (2013)

#0741421

22-2035424

Page 2

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		500.	500.	500.
2	Savings and temporary cash investments		83338.	84188.	84188.
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				
b	Investments - corporate stock	STMT 9	942941.	826721.	1102756.
c	Investments - corporate bonds	STMT 10	78900.	128549.	124956.
11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
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)		1105679.	1039958.	1312400.

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 ▶ <input type="checkbox"/>				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds		154335.	154335.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		951344.	885623.	
30	Total net assets or fund balances		1105679.	1039958.	
31	Total liabilities and net assets/fund balances		1105679.	1039958.	

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	1105679.
2	Enter amount from Part I, line 27a	2	-65721.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1039958.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1039958.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 279423.		272819.	6604.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6604.

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	6604.
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	56248.	1161016.	.048447
2011	49221.	1170805.	.042040
2010	28432.	1106066.	.025706
2009	27872.	388434.	.071755
2008	30508.	515004.	.059238

2 Total of line 1, column (d)	2	.247186
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	.049437
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1232753.
5 Multiply line 4 by line 3	5	60944.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	187.
7 Add lines 5 and 6	7	61131.
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	61374.

WYMAN HILL FOUNDATION

Form 990-PF (2013)

#0741421

22-2035424

Page 4

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	187.
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	187.
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	187.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	760.	
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	760.	
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	573.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> 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

N/A

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>NUTTER, MCCLENNEN & FISH, LLP</u> Telephone no. ► <u>(617) 439-2000</u> Located at ► <u>SEAPORT WEST, 155 SEAPORT BLVD., BOSTON, MA</u> ZIP+4 ► <u>02205</u>			
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?	<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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	1b	
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)):	1c	X
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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

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)?

N/A

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?

N/A

☐ 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

6b

X

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

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

7b

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

N/A

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
DEBORAH J MANUS	TRUSTEE			
NUTTER MCCLENNEN & FISH LLP				
BOSTON, MA 02110-2699	0.00	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 N/A	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
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	1169057.
b	Average of monthly cash balances	1b	82469.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1251526.
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	1251526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18773.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1232753.
6	Minimum investment return. Enter 5% of line 5	6	61638.

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	61638.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	187.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	61451.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	61451.
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	61451.

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	61374.
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	61374.
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	187.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61187.

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				61451.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			51331.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 61374.				
a Applied to 2012, but not more than line 2a			51331.	
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				10043.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				51408.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

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

WYMAN HILL FOUNDATION

Form 990-PF (2013)

#0741421

22-2035424 Page 11

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				
INSTITUTE OF GLOBAL ETHICS 11 MAIN STREET CAMDEN, ME 04843	NONE	PUBLIC	CHARITABLE CONTRIBUTION	5000.
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602	NONE	PUBLIC	CHARITABLE CONTRIBUTION	50000.
Total			3a	55000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII


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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 5/9/14	Title trustee		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Paul F. Rich Jr.	Paul F. Rich Jr.	5/5/14		P00567473
	Firm's name ▶ NUTTER MCCLENNEN & FISH LLP				Firm's EIN ▶ 04-2106505
	Firm's address ▶ SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604				Phone no. (617) 439-2503

#0741421

22-2035424

PAGE 1 OF 1

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	200 SHS COCA COLA CO	P	06/02/05	03/06/13
b	1312 SHS COMERICA INC	P	06/02/05	03/06/13
c	1094.9210 SHS HARBOR INTERNATIONAL FUND	P	VARIOUS	03/04/13
d	1520 SHS HEWLETT-PACKARD CO	P	VARIOUS	03/06/13
e	220 SHS HILLSHIRE BRANDS CO	P	VARIOUS	03/06/13
f	62 SHS HOME DEPOT INC	P	06/02/05	03/06/13
g	100 SHS ILLINOIS TOOL WORKS, INC	P	06/02/05	03/06/13
h	100 SHS NORFOLK SOUTHERN CORP	P	06/02/05	03/06/13
i	9540.80 SHS VANGUARD SHORT-TERM BOND INDEX	P	VARIOUS	09/06/13
j	22.453 SHS HARBOR INTERNATIONAL FUND	P	12/17/12	03/04/13
k	46.928 SHS VANGUARD SHORT-TERM BOND INDEX	P	VARIOUS	09/06/13
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 7734.		4458.	3276.
b 45104.		74062.	-28958.
c 69396.		40589.	28807.
d 30591.		34122.	-3531.
e 7121.		6423.	698.
f 4274.		2490.	1784.
g 6179.		4260.	1919.
h 7388.		3230.	4158.
i 99511.		101311.	-1800.
j 1423.		1376.	47.
k 489.		498.	-9.
l 213.			213.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3276.
b			-28958.
c			28807.
d			-3531.
e			698.
f			1784.
g			1919.
h			4158.
i			-1800.
j			47.
k			-9.
l			213.
m			
n			
o			

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	6604.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS COCA COLA CO	PURCHASED	06/02/05	03/06/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
7734.	5516.	0.	0.
			2218.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1312 SHS COMERICA INC	PURCHASED	06/02/05	03/06/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
45104.	42732.	0.	0.
			2372.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1094.9210 SHS HARBOR INTERNATIONAL FUND	PURCHASED	VARIOUS	03/04/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
69396.	57538.	0.	0.
			11858.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1520 SHS HEWLETT-PACKARD CO	30591.	67008.	0.	0.	-36417.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
220 SHS HILLSHIRE BRANDS CO	7121.	7386.	0.	0.	-265.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62 SHS HOME DEPOT INC	4274.	3142.	0.	0.	1132.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS ILLINOIS TOOL WORKS, INC	6179.	3438.	0.	0.	2741.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS NORFOLK SOUTHERN CORP	7388.	5436.	0.	0.	1952.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9540.80 SHS VANGUARD SHORT-TERM BOND INDEX	99511.	101037.	0.	0.	-1526.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22.453 SHS HARBOR INTERNATIONAL FUND	1423.	1180.	0.	0.	243.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46.928 SHS VANGUARD SHORT-TERM BOND INDEX	489.	498.	0.	0.	-9.

CAPITAL GAINS DIVIDENDS FROM PART IV	213.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-15488.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERATED GOV'T OBLIGATION FUND	10.	10.	
TOTAL TO PART I, LINE 3	10.	10.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST US GOVERNMENT AND DIVIDENDS	-211.	0.	-211.	-211.	
	32128.	213.	31915.	31915.	
TO PART I, LINE 4	31917.	213.	31704.	31704.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12133.	9100.		3033.
TO FM 990-PF, PG 1, LN 16A	12133.	9100.		3033.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEE	1750.	1313.		437.	
TO FORM 990-PF, PG 1, LN 16B	1750.	1313.		437.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRUSTEE FEES	11477.	8608.		2869.	
TO FORM 990-PF, PG 1, LN 16C	11477.	8608.		2869.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD FROM DIVIDENDS	629.	629.		0.	
FEDERAL EXCISE TAXES	923.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1552.	629.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMM OF MA FILING FEE	35.	0.		35.	
TO FORM 990-PF, PG 1, LN 23	35.	0.		35.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AT & T	15312.	23135.	
EXXON MOBIL CORPORATION	35462.	60720.	
HOME DEPOT INC	25333.	41170.	
ILLINOIS TOOL WORKS INC	27500.	67264.	
INTEL CORP	35661.	36337.	
JOHNSON & JOHNSON	25977.	36636.	
MICROSOFT CORP	35838.	37410.	
PEPSICO INC	13071.	24882.	
PROCTER & GAMBLE CO	34525.	48846.	
WELLS FARGO & COMPANY	19600.	38590.	
ROYAL DUTCH SHELL PLC - ADR A	53560.	64143.	
BANK OF AMERICA	35939.	13125.	
ABBOTT LABORATORIES	6465.	9582.	
PFIZER INC	21100.	30630.	
COCA-COLA CO	27575.	41310.	
GENERAL ELECTRIC	49800.	84090.	
MCDONALD'S CORP	21644.	33960.	
NORTHFOLK SOUTHERN CORP	38052.	64981.	
TECO ENERGY INC	32420.	34480.	
VANGUARD SHORT-TERM BOND INDEX	50027.	49543.	
AMERICAN EXPRESS	15746.	31756.	
INTERNATIONAL BUSINESS MACHINES	42004.	37514.	
ABBVIE INC	7010.	13203.	
CISCO SYSTEMS, INC.	25049.	26916.	
JP MORGAN CHASE & CO	24555.	29240.	
MONDELEZ INTERNATIONAL, INC	27681.	35300.	
ISHARES MSCI EMERGING MARKETS ETF	21675.	20898.	
ISHARES MSCI EAFE ETF	58140.	67095.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	826721.	1102756.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERKSHIRE HATHAWAY INC 3.4% DUE 1/31/2022	26071.	24867.	
TOYOTA MOTOR CREDIT CORP NOTES 2.05% DUE 1/12/2017	25878.	25550.	
WALMART STORES INC NOTES 3.25% DUE 10/25/2020	26951.	25528.	
INTERNATIONAL BUSINESS MACHINES CORP NOTES 3 3/8%	24823.	24358.	
PEPSICO INC NOTES 3%	24826.	24653.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	128549.	124956.	

Statement of Assets: Inventory Value

Account: 0741421

WYMAN HILL FOUNDATION



As of 12/31/2013

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
<u>010 Common Stock</u>						
T	AT&T INC		658 0000	\$15,311 66	\$35 16	\$23,135 28
ABT	ABBOTT LABORATORIES		250 0000	\$6,464 64	\$38 33	\$9,582 50
ABBV	ABBVIE INC		250 0000	\$7,010 36	\$52 81	\$13,202 50
AXP	AMERICAN EXPRESS CO		350 0000	\$15,746 47	\$90 73	\$31,755 50
BAC	BANK OF AMERICA CORPORATION		843 0000	\$35,939 82	\$15 57	\$13,125 51
CSCO	CISCO SYSTEMS, INC		1,200 0000	\$25,049 04	\$22 43	\$26,916 00
KO	COCA-COLA CO		1,000 0000	\$27,575 00	\$41 31	\$41,310 00
XOM	EXXON MOBIL CORPORATION		600 0000	\$35,462 40	\$101 20	\$60,720 00
GE	GENERAL ELECTRIC CO		3,000 0000	\$49,800 00	\$28 03	\$84,090 00
HD	HOME DEPOT INC		500 0000	\$25,333 34	\$82 34	\$41,170 00
ITW	ILLINOIS TOOL WORKS, INC		800 0000	\$27,500 00	\$84 08	\$67,264 00
INTC	INTEL CORP		1,400 0000	\$35,660 50	\$25 96	\$36,337 00
IBM	INTERNATIONAL BUSINESS MACHINES		200 0000	\$42,003 76	\$187 57	\$37,514 00
JPM	JPMORGAN CHASE & CO		500 0000	\$24,554 75	\$58 48	\$29,240 00
JNJ	JOHNSON & JOHNSON		400 0000	\$25,976 99	\$91 59	\$36,636 00
MCD	MCDONALD'S CORP		350 0000	\$21,644 00	\$97 03	\$33,960 50
MSFT	MICROSOFT CORP		1,000 0000	\$35,837 54	\$37 41	\$37,410 00
MDLZ	MONDELEZ INTERNATIONAL, INC		1,000 0000	\$27,681 00	\$35 30	\$35,300 00
NSC	NORFOLK SOUTHERN CORP		700 0000	\$38,052 00	\$92 83	\$64,981 00
PEP	PEPSICO INC		300 0000	\$13,071 96	\$82 94	\$24,882 00
PFE	PFIZER INC		1,000 0000	\$21,099 85	\$30 63	\$30,630 00
PG	PROCTER & GAMBLE CO		600 0000	\$34,524 94	\$81 41	\$48,846 00
TE	TECO ENERGY INC		2,000 0000	\$32,420 00	\$17 24	\$34,480 00
WFC	WELLS FARGO & COMPANY		850 0000	\$19,600 00	\$45 40	\$38,590 00
			Total	\$643,320 02		\$901,077 79
<u>030 Foreign Stock</u>						
RDS A	ROYAL DUTCH SHELL PLC - ADR A		900 0000	\$53,560 00	\$71 27	\$64,143 00

				Total	\$53,560 00		\$64,143 00
<u>100 International Equity Mutual Funds</u>							
EEM	I SHARES MSCI EMERGING MARKETS ETF			500 0000	\$21,674 95	\$41 80	\$20,897 50
EFA	I-SHARES MSCI EAFE ETF			1,000 0000	\$58,139 90	\$67 10	\$67,095 00
				Total	\$79,814 85		\$87,992 50
<u>200 Corporate Bonds</u>							
084670BF4	BERKSHIRE HATHAWAY, INC NOTES 3 4% DUE 1/31/2022	1/31/2022		25,000 0000	\$26,071 00	\$99 47	\$24,867 18
459200HP9	INTERNATIONAL BUSINESS MACHINES CORP NOTES 3 3/8% DUE 8/1/2023	8/1/2023		25,000 0000	\$24,823 25	\$97 43	\$24,357 60
713448BW7	PEPSICO INC NOTES 3% DUE 8/25/2021	8/25/2021		25,000 0000	\$24,825 50	\$98 61	\$24,653 08
89233P5S1	TOYOTA MOTOR CREDIT CORP NOTES 2 05% DUE 1/12/2017	1/12/2017		25,000 0000	\$25,877 50	\$102 20	\$25,549 80
931142CZ4	WAL-MART STORES INC NOTES 3 25% DUE 10/25/2020	10/25/2020		25,000 0000	\$26,950 75	\$102 11	\$25,527 65
				Total	\$128,548 00		\$124,955 31
<u>305 Fixed Income Mutual Fund</u>							
VBSSX	VANGUARD SHORT-TERM BOND INDEX - SIGNAL SHARES FUND# 1349			4,722 8960	\$50,027 49	\$10 49	\$49,543 17
				Total	\$50,027 49		\$49,543 17
<u>500 Money Market Funds</u>							
636	FEDERATED GOV'T OBLIGATION FUND #636			84,188 2300	\$84,188 23	\$1 00	\$84,188 23
				Total	\$84,188 23		\$84,188 23
<u>Cash</u>							
Cash					\$500 00		\$500 00
Grand Total					\$1,039,958 36		\$1,312,400 00