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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>HAMPSHIRE FOUNDATION, INC.</b>		A Employer identification number <b>45-4291634</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O BESSEMER TRUST, 630 FIFTH AVENUE</b>	Room/suite	B Telephone number <b>212-708-9216</b>
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10111</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input checked="" 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) ▶ \$ <b>23,557,664.</b>	J 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					
4 Dividends and interest from securities		167,514.	167,514.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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		<62.>	<62.>		STATEMENT 2
12 Total. Add lines 1 through 11		167,452.	167,452.		
13 Compensation of officers, directors, trustees, etc		53,667.	0.		53,667.
14 Other employee salaries and wages		11,608.	0.		11,608.
15 Pension plans, employee benefits		12,209.	0.		12,209.
16a Legal fees STMT 3		567.	0.		567.
b Accounting fees STMT 4		6,471.	0.		6,471.
c Other professional fees STMT 5		3,520.	2,347.		1,173.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy		1,588.	0.		1,588.
21 Travel, conferences, and meetings		6,268.	0.		6,268.
22 Printing and publications					
23 Other expenses STMT 6		47,961.	0.		47,961.
24 Total operating and administrative expenses. Add lines 13 through 23		143,859.	2,347.		141,512.
25 Contributions, gifts, grants paid		25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25		168,859.	2,347.		166,512.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,407.>			
b Net investment income (if negative, enter -0-)			165,105.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing		3,246,631.	3,246,631.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	0.	14,259,487.	18,333,717.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9 )	0.	1,975,694.	1,977,316.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	0.	19,481,812.	23,557,664.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	19,481,812.	
	30 Total net assets or fund balances	0.	19,481,812.	
	31 Total liabilities and net assets/fund balances	0.	19,481,812.	

## 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	0.
2	Enter amount from Part I, line 27a	2	<1,407.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	19,483,229.
4	Add lines 1, 2, and 3	4	19,481,822.
5	Decreases not included in line 2 (itemize) ▶ TRUNCATION	5	10.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,481,812.

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**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 NONE				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,539,647.	23,538,138.	.065411
2011	1,080,788.	17,576,265.	.061491
2010	2,004,816.	17,606,519.	.113868
2009	657,420.	14,981,207.	.043883
2008	2,236,996.	16,178,440.	.138270
2 Total of line 1, column (d)			.422923
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			.084585
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			5,701,944.
5 Multiply line 4 by line 3			482,299.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,651.
7 Add lines 5 and 6			483,950.
8 Enter qualifying distributions from Part XII, line 4			335,512.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b		1	3,302.
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	3,302.
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	3,302.
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	8,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	4,698.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 4,698. Refunded <input checked="" 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 type="checkbox"/> CT		
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

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**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?	13	X	

Website address ► **HAMPSHIREFOUNDATION.ORG**

14 The books are in care of ► **BESSEMER TRUST** Telephone no. ► **(212) 708-9216**  
 Located at ► **630 FIFTH AVENUE, NEW YORK, NY** ZIP+4 ► **10111**

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? **16** Yes No  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input 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)?		X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
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?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ 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

X

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

X

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?

N/A

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.

(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
SABINA C. SHELBY	DIRECTOR, PRESIDENT			
151 NEW PARK AVENUE, SUITE 7				
HARTFORD, CT 06106	40.00	16,250.	0.	0.
NICHOLAS COURNOYER	DIRECTOR, TREASURER			
151 NEW PARK AVENUE, SUITE 7				
HARTFORD, CT 06106	4.00	0.	0.	0.
SABINA G. COURNOYER	DIRECTOR, CHAIR OF THE BOARD			
151 NEW PARK AVENUE, SUITE 7				
HARTFORD, CT 06106	4.00	0.	0.	0.
LINDA FITZGERALD	SECRETARY, EXECUTIVE DIRECTOR			
151 NEW PARK AVENUE, SUITE 7				
HARTFORD, CT 06106	40.00	37,417.	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

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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	
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 LUMNI FONDO TALENTO: A SOCIAL BUSINESS THAT USES INVESTMENT CAPITAL TO COVER THE COST OF EDUCATION FOR TALENTED STUDENTS WITH INVESTMENTS REPAID DURING THE STUDENT'S CAREER.	34,000.
2	
SEE STATEMENT 10	135,000.
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	169,000.

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,318,383.
b	Average of monthly cash balances	1b	1,050,797.
c	Fair market value of all other assets	1c	419,596.
d	Total (add lines 1a, b, and c)	1d	5,788,776.
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	5,788,776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	86,832.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,701,944.
6	Minimum investment return. Enter 5% of line 5	6	285,097.

**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	285,097.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,302.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,302.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	281,795.
4	Recoveries of amounts treated as qualifying distributions	4	1,135.
5	Add lines 3 and 4	5	282,930.
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	282,930.

**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	166,512.
b	Program-related investments - total from Part IX-B	1b	169,000.
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	335,512.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	335,512.

**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.

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**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				282,930.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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: ► \$ 335,512.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				282,930.
e Remaining amount distributed out of corpus	52,582.			
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:	52,582.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	546,831.			
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	546,831.			

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income

[illegible]

**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.)

N/A

**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
<b>a Paid during the year</b>				
ALTIUS PERU  SURCO, LIMA, PERU	N/A	PUBLIC CHARITY	TRANSFORM THE LIVES OF PERUVIANS WITH THE GREATEST NEEDS THROUGH TRAINING AND COMPREHENSIVE	5,000.
ASOCIACION CIVIL PRORURAL  SAN ISIDRO, LIMA, PERU	N/A	PUBLIC CHARITY	PROMOTE SUSTAINABLE PRODUCTIVE, ECONOMIC AND SOCIAL ADVANCES IN PERU THROUGH THE INCORPORATION OF	5,000.
ASOCIACION NACIONAL DE PRODUCTORES ECOLOGICOS DEL PERU  JESUS MARIA, LIMA, PERU	N/A	PUBLIC CHARITY	STRENGTHEN PERUVIAN FARMER ASSOCIATIONS	5,000.
FUNDACION PARA EL DESARROLLO AGRARIO, UNIVERSIDAD NACIONAL AGRARIA LA MOLINA  LA MOLINA, LIMA, PERU	N/A	PUBLIC CHARITY	SCHOLARSHIPS FOR FIELD STUDIES FOR STUDENTS OF UNALM TO PROVIDE HANDS-ON RURAL EXPERIENCE	5,000.
INSTITUTO TANGARANA  SAN JUAN BAUTISTA, MAYNAS, PERU	N/A	PUBLIC CHARITY	CONTRIBUTE TO THE DEVELOPMENT OF PERUVIAN INDIGENOUS COMMUNITIES IN AREAS OF HIGH POVERTY	5,000.
<b>Total</b>			<b>3a</b>	<b>25,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	<b>0.</b>



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

- |  |                   |                  |
|--|-------------------|------------------|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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.</p> | <p><b>Yes</b></p> | <p><b>No</b></p> |
|--|-------------------|------------------|

[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.

Signature of officer or trustee: [Signature] Date: 11/14/2014 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name <b>KEVIN BARRY</b>	Preparer's signature <i>Kevin Barry</i>	Date <b>11-14-14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00369984</b>
	Firm's name ▶ <b>BESSEMER TRUST COMPANY, N.A.</b>			Firm's EIN ▶ <b>13-2792165</b>	
	Firm's address ▶ <b>630 FIFTH AVENUE NEW YORK, NY 10111</b>			Phone no. <b>212-708-9100</b>	

# Bessemer Trust

## Account Details

Report dated December 31, 2013

Page 3 of 5

Amortized tax cost  
Trade date basis

CUSIP/  
ISIN/  
SEDOL

Average  
cost per  
share/unit

Shares/  
units

Market value  
per share/unit

Market  
value

Percent  
of asset  
class

Unrealized  
gain/(loss)

Estimated  
annual income

Current  
yield

Security no

Security name

## THE HAMPSHIRE FOUNDATION, INC.

### CASH AND SHORT TERM

#### CASH

999994	PRINCIPAL CASH	0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0
999995	INCOME CASH	0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0
999996	NET CASH	0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0
<b>Total CASH</b>				<b>\$0</b>		<b>\$0</b>	<b>0.0%</b>	<b>\$0</b>	<b>\$0</b>

#### SHORT TERM INVESTMENTS

980038	EURO DEPOSIT 1	17,494,340	\$1.36	\$23,786	\$1.377	\$24,088	0.8%	\$302	\$0 0.00%
		429,265,040	\$1.36	\$583,645	\$1.377	\$591,062	20.0%	\$7,416	\$0 0.00%
<b>Total SHORT TERM INVESTMENTS</b>				<b>\$607,431</b>		<b>\$615,150</b>	<b>20.9%</b>	<b>\$7,718</b>	<b>\$0 0.00%</b>

#### CASH EQUIVALENTS

999990	BESSEMER SWEEP PROGRAM	886,053,290	\$1.00	\$886,053	\$1.000	\$886,053	30.0%	\$0	\$88 0.01%
		1,447,769,120	\$1.00	\$1,447,769	\$1.000	\$1,447,769	49.1%	\$0	\$144 0.01%
<b>Total CASH EQUIVALENTS</b>				<b>\$2,333,822</b>		<b>\$2,333,822</b>	<b>79.1%</b>	<b>\$0</b>	<b>\$232 0.01%</b>
<b>Total CASH AND SHORT TERM</b>				<b>\$2,941,253</b>		<b>\$2,948,972</b>	<b>100.0%</b>	<b>\$7,718</b>	<b>\$232 0.01%</b>

#### FIXED INCOME

##### INTERNATIONAL BONDS

602333	LBG CAPITAL #1 PLC	11/01/2020	2,000,000,000	\$79.88	\$1,597,500	\$107.621	\$2,152,424	100.0%	\$554,924	\$157,500 7.32%
<b>Total INTERNATIONAL BONDS</b>					<b>\$1,597,500</b>		<b>\$2,152,424</b>	<b>100.0%</b>	<b>\$554,924</b>	<b>\$157,500 7.32%</b>
<b>Total FIXED INCOME</b>					<b>\$1,597,500</b>		<b>\$2,152,424</b>	<b>100.0%</b>	<b>\$554,924</b>	<b>\$157,500 7.32%</b>

#### LARGE CAP - U.S.

##### ENERGY

922119	ROYAL DUTCH SHELL ADR B	780259107	4,309,000	\$40.99	\$176,609	\$75.110	\$323,648	5.4%	\$147,039	\$15,512 4.79%
924929	ROYAL DUTCH SHELL ADR A	780259206	114,523	\$65.78	\$7,533	\$71.270	\$8,162	0.1%	\$628	\$350 4.29%
<b>Total ENERGY</b>					<b>\$184,142</b>		<b>\$331,810</b>	<b>5.6%</b>	<b>\$147,667</b>	<b>\$15,862 4.78%</b>

##### MISCELLANEOUS

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Report run on May 13, 2014 by ESPOSITIV  
Version 10 1 1 5

## Account Details

Report dated December 31, 2013

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE HAMPSHIRE FOUNDATION, INC.</b>											
<b>LARGE CAP - U.S.</b>											
<b>MISCELLANEOUS</b>											
875173	S&P 500 DEP RCPTS	78462F103	20,160,000	\$115.39	\$2,326,298	\$184.690	\$3,723,350	62.5%	\$1,397,051	\$67,556	1.81%
<b>Total MISCELLANEOUS</b>					<b>\$2,326,298</b>		<b>\$3,723,350</b>	<b>62.5%</b>	<b>\$1,397,051</b>	<b>\$67,556</b>	<b>1.81%</b>
<b>EXTERNAL LARGE CAP FUNDS</b>											
700389	ISHARES MSCI ITALY	464286855	29,000,000	\$13.86	\$401,913	\$15.590	\$452,110	7.6%	\$50,196	\$9,918	2.19%
839366	HEALTH CARE SELECT SPDR	81369Y209	22,000,000	\$29.76	\$654,720	\$55.440	\$1,219,680	20.5%	\$564,960	\$18,568	1.52%
842940	ISHARES MSCI SPAIN IND FD	464286764	6,000,000	\$34.65	\$207,889	\$38.570	\$231,420	3.9%	\$23,530	\$6,570	2.84%
<b>Total EXTERNAL LARGE CAP FUNDS</b>					<b>\$1,264,522</b>		<b>\$1,903,210</b>	<b>31.9%</b>	<b>\$638,686</b>	<b>\$35,056</b>	<b>1.84%</b>
<b>Total LARGE CAP - U.S.</b>					<b>\$3,774,962</b>		<b>\$5,958,370</b>	<b>100.0%</b>	<b>\$2,183,404</b>	<b>\$118,474</b>	<b>1.99%</b>
<b>NON U.S.</b>											
<b>EXTERNAL INTERNATIONAL FUNDS</b>											
902542	VANGUARD MSCI EUROPE ETF	922042874	37,400,000	\$50.03	\$1,871,035	\$58.800	\$2,199,120	33.0%	\$328,084	\$60,924	2.77%
906107	ISHARES FTSE A50 CHINA ETF	HK2823028546/ B046M96	414,000,000	\$1.47	\$608,675	\$1.204	\$498,502	7.5%	(\$110,173)	\$0	0.00%
906213	VANGUARD FTSE EMER MKT ETF	922042858	43,400,000	\$42.90	\$1,861,791	\$41.140	\$1,785,476	26.8%	(\$76,315)	\$48,825	2.73%
926792	ISHARES MSCI JAPAN INDX	464286848	74,455,000	\$9.99	\$743,626	\$12.139	\$903,809	13.6%	\$160,182	\$10,051	1.11%
927362	ISHARES MSCI HONG KONG ETF	464286871	25,000,000	\$11.52	\$288,125	\$20.600	\$515,000	7.7%	\$226,875	\$15,250	2.96%
975450	ISHRS MSCI EAFE IND FND	464287465	11,400,000	\$52.74	\$601,233	\$67.095	\$764,883	11.5%	\$163,649	\$19,414	2.54%
<b>Total EXTERNAL INTERNATIONAL FUNDS</b>					<b>\$5,974,485</b>		<b>\$6,666,790</b>	<b>100.0%</b>	<b>\$692,302</b>	<b>\$154,464</b>	<b>2.32%</b>
<b>Total NON U.S.</b>					<b>\$5,974,485</b>		<b>\$6,666,790</b>	<b>100.0%</b>	<b>\$692,302</b>	<b>\$154,464</b>	<b>2.32%</b>
<b>SMALL &amp; MID CAP</b>											
<b>EXTERNAL SMALL CAP FUNDS</b>											
842917	ISHARES TR RUSSELL 2000	464287655	18,800,000	\$62.82	\$1,180,935	\$115.360	\$2,168,768	88.4%	\$987,832	\$26,583	1.23%
849007	ETF MARKET VECTORS	57060U100	13,500,000	\$54.93	\$741,550	\$21.130	\$285,255	11.6%	(\$456,295)	\$2,578	0.90%
<b>Total EXTERNAL SMALL CAP FUNDS</b>					<b>\$1,922,485</b>		<b>\$2,454,023</b>	<b>100.0%</b>	<b>\$531,537</b>	<b>\$29,161</b>	<b>1.19%</b>

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Bessemer reporting systems that utilize finalized market prices

Report run on May 13, 2014 by ESPOSITIV  
Version 10.1.1.5



# Bessemer Trust

## Account Details

Report dated December 31, 2013

Amortized tax cost

Trade date basis

Page 5 of 5

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>THE HAMPSHIRE FOUNDATION, INC.</b>											
<b>SMALL &amp; MID CAP</b>											
Total SMALL & MID CAP					\$1,922,485		\$2,454,023	100.0%	\$531,537	\$29,161	1.19%
<b>OTHER EXTERNAL FUNDS</b>											
<b>OTHER EXTERNAL FUNDS</b>											
841319	ISHARES S&P GLOBAL ENERGY	464287341	25,500,000	\$38.83	\$990,055	\$43.220	\$1,102,110	100.0%	\$112,054	\$27,336	2.48%
Total OTHER EXTERNAL FUNDS					\$990,055		\$1,102,110	100.0%	\$112,054	\$27,336	2.48%
Total OTHER EXTERNAL FUNDS					\$990,055		\$1,102,110	100.0%	\$112,054	\$27,336	2.48%
Total					\$17,200,740		\$21,282,689		\$4,081,939	\$487,167	2.29%

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Report run on May 13, 2014 by ESPOSITV  
Version 10 1 1 5

**HAMPSHIRE FOUNDATION INC.**  
**E.I.N. 45-4291634**  
**ATTACHMENT TO 2013 FORM 990-PF**

**STATEMENT REQUIRED UNDER SECTION 4945(h)(3) OF THE INTERNAL REVENUE  
CODE AND TREASURY REGULATIONS SECTION 53.4945-5(d)(2)**

The information set forth below is submitted as the report for the year ended December 31, 2013 of The Hampshire Foundation (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Patronato Sierra Productiva (the "Grantee").

1. Grantee name and address:

Altius Peru  
Calle Los Aviadores No. 239  
Urb. Santa Maria  
Surco, Lima  
Peru

2. Grant date: November 11, 2013. A copy of the Foundation's expenditure responsibility agreement with the Grantee is attached.
3. Total amount of grant: \$5,000
4. Disbursed this tax year: \$5,000
5. Purpose of Grant: Transform the lives of Peruvians with the greatest needs through training and comprehensive development
6. Reports: The Grant was made in November 2013 and no reports are required from the grantee until 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.

**HAMPSHIRE FOUNDATION INC.**  
**E.I.N. 45-4291634**  
**ATTACHMENT TO 2013 FORM 990-PF**

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1. Grantee name and address:

Asociacion Nacional de Productores Ecologicos del Peru (ANPE)  
Jr. Lloque Yupanqui No. 1392  
Jesus Maria, Lima  
Peru

2. Grant date: November 11, 2013. A copy of the Foundation's expenditure responsibility agreement with the Grantee is attached.
3. Total amount of grant: \$5,000
4. Disbursed this tax year: \$5,000
5. Purpose of Grant: Strengthen Peruvian farmer associations
6. Reports: The Grant was made in November 2013 and no reports are required from the grantee until 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.

**HAMPSHIRE FOUNDATION INC.**  
**E.I.N. 45-4291634**  
**ATTACHMENT TO 2013 FORM 990-PF**

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CODE AND TREASURY REGULATIONS SECTION 53.4945-5(d)(2)**

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1. Grantee name and address:

Fondo Talento (Lumni)  
Calle 2 de Mayo 534, Oficina 302  
Miraflores, Lima 18  
Peru

2. Grant date: December 4, 2013. A copy of the Foundation's expenditure responsibility agreement with the Grantee is attached.
3. Total amount of grant: \$250,000
4. Disbursed this tax year: \$34,000
5. Purpose of Grant: Investment in the higher education of young talented Peruvians
6. Reports: The Grant was made in September 2013 and no reports are required from the grantee until 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.

**HAMPSHIRE FOUNDATION INC.**  
**E.I.N. 45-4291634**  
**ATTACHMENT TO 2013 FORM 990-PF**

**STATEMENT REQUIRED UNDER SECTION 4945(h)(3) OF THE INTERNAL REVENUE  
CODE AND TREASURY REGULATIONS SECTION 53.4945-5(d)(2)**

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1. Grantee name and address:

Asociación Civil ProRural  
Calle Sebastian Ugarte Moscoso No. 450 Int. 702  
San Isidro, Lima  
Peru

2. Grant date: November 11, 2013. A copy of the Foundation's expenditure responsibility agreement with the Grantee is attached.
3. Total amount of grant: \$5,000
4. Disbursed this tax year: \$5,000
5. Purpose of Grant: Promote sustainable productive, economic and social advances in Peru through the incorporation of technology
6. Reports: The Grant was made in November 2013 and no reports are required from the grantee until 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.

**HAMPSHIRE FOUNDATION INC.**  
**E.I.N. 45-4291634**  
**ATTACHMENT TO 2013 FORM 990-PF**

**STATEMENT REQUIRED UNDER SECTION 4945(h)(3) OF THE INTERNAL REVENUE  
CODE AND TREASURY REGULATIONS SECTION 53.4945-5(d)(2)**

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1. Grantee name and address:

Instituto Tangarana  
Pj. Guerra No. 113  
San Juan Bautista, Maynas, Loreto  
Peru

2. Grant date: November 11, 2013. A copy of the Foundation's expenditure responsibility agreement with the Grantee is attached.
3. Total amount of grant: \$5,000
4. Disbursed this tax year: \$5,000
5. Purpose of Grant: Contribute to the development of Peruvian indigenous communities in areas of high poverty
6. Reports: The Grant was made in November 2013 and no reports are required from the grantee until 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.

**HAMPSHIRE FOUNDATION INC.**  
**E.I.N. 45-4291634**  
**ATTACHMENT TO 2013 FORM 990-PF**

**STATEMENT REQUIRED UNDER SECTION 4945(h)(3) OF THE INTERNAL REVENUE  
CODE AND TREASURY REGULATIONS SECTION 53.4945-5(d)(2)**

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1. Grantee name and address:
2. Fundación Para el Desarrollo Agrario
3. Universidad Nacional Agraria La Molina (UNALM)  
La Molina, Lima  
Peru
4. Grant date: November 11, 2013. A copy of the Foundation's expenditure responsibility agreement with the Grantee is attached.
5. Total amount of grant: \$5,000
6. Disbursed this tax year: \$5,000
7. Purpose of Grant: Scholarships for field studies for students of UNALM to provide hands-on rural experience
8. Reports: The Grant was made in November 2013 and no reports are required from the grantee until 2014.
9. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
10. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.



hampshirefoundation

## CONTRACT AGREEMENT

11 November 2013

Ms. Miriam Lucia Sarmiento Idráquez de Castillo  
Altius Peru  
Calle Los Aviadores N° 239  
Urbanización Santa María  
Surco, Lima, PERU

RE: 2013Q4-Cigaran/Altius/Peru5000G

Dear Miriam,

It is my pleasure to inform you that the Trustees of Hampshire Foundation have approved a grant in the amount of \$5,000 to Altius Peru on behalf of Maria Paz Cigaran in support of the following charitable purpose:

***Transform the lives of people with the greatest needs through training and comprehensive development.***

These grant funds are to be expended over the period 15 November 2013 through 14 November 2014. ***In all written or oral reference to this grant, Altius Peru will refer to the granting organization as Peru Opportunity Fund, an initiative of Hampshire Foundation.***

The following terms and conditions apply to your organization's use of Hampshire Foundation's grant:

### **1. Purpose**

Under United States law, Foundation grant funds, and income earned on those funds, may be spent only for charitable, religious, scientific, literary or educational purposes. This grant is made only for the purposes stated in this letter.

### **2. Reporting**

A written report of no more than three pages with an explanation of how the funds were used must be submitted to Hampshire Foundation by 30 January 2015. The report must be signed by an appropriate officer of your organization and directed to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund (lfitzgerald@peruopportunity.org).

### **3. Record Maintenance and Inspection**

Your organization must maintain records of receipts and expenditures related to this project for a period of four years after the end of this grant and make such books and records available to Hampshire Foundation for inspection upon reasonable advance notice.

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave Suite 7, Box 62  
Hartford, CT 06106 USA



#### 4. Prohibited Activities

So that the Foundation may comply with the tax laws of the United States, it is understood that Foundation grant funds will not be used for any of the following purposes:

- A. To influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, within the meaning of Section 170(c)(2)(D) of the United States Internal Revenue Code;
- B. To undertake any activity for any purpose other than the charitable purposes specified in Section 170(c)(2)(B) of the United States Internal Revenue Code.

If you have further questions regarding activities that are not permitted, please contact Hampshire Foundation.

#### 5. Return of Unused Funds

If any grant funds, and any income earned on those funds, are not spent or committed for the purposes of the grant, they must be returned to Hampshire Foundation

#### 6. Governing Law

This contract shall be governed by and construed in accordance with the laws of the state of Connecticut without regard to its internal conflict of laws rules

If this letter correctly describes your understanding of the terms of this grant, please indicate your organization's agreement to such terms by having the enclosed copy of this letter signed by an appropriate officer of your organization and returned to Hampshire Foundation to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund. In signing this letter, such officer represents to Hampshire Foundation that he/she has the authority to sign this letter on the organization's behalf. Payment of any grant funds will take place following receipt by Hampshire Foundation of a signed copy of this letter.

On behalf of the Board of Directors of Hampshire Foundation, I wish you and your team success in this endeavor as well as all future endeavors in Peru.

Sincerely,



Digitally signed by Sabina E. Courtney  
DN: cn=Sabina E. Courtney, o=Peru  
Opportunity Fund, ou=Board of Directors,  
email=sshelby@peruopportunity.org, c=US  
Date: 2013.11.11 20:12:52 -0500

Sabina Shelby, President  
Hampshire Foundation

ACCEPTED AND AGREED this 11th day of November, 2013

ORGANIZATION LEGAL NAME: ALTIVUS PERU

By: (signature) Miriam Lucia Sarmiento Idigavez

Printed name: Miriam Lucia Sarmiento Idigavez

Title: PRODERADA ALTIVUS PERU

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave. Suite 7, Box 62  
Hartford, CT 06106 USA



## CONTRACT AGREEMENT

11 November 2013

Moises Quispe Quispe  
Asociación Nacional de Productos Ecológicos del Peru  
Jr. Lloque Yupanqui Nro. 1392  
Jesus Maria, Lima, PERU

RE: 2013Q4-Gomez/ANPE /Peru5000G

Dear Moises,

It is my pleasure to inform you that the Trustees of Hampshire Foundation have approved a grant in the amount of \$5,000 to Asociacion Nacional de Productos Ecologicos del Peru (ANPE) on behalf of Rosario Gomez in support of the following charitable purpose

***Strengthen national and regional farmer associations by promoting better organization and integration, training on sustainable methods, market development, and strengthening alliances between farmer organizations and public and private institutions.***

These grant funds are to be expended over the period 15 November 2013 through 14 November 2014. ***In all written or oral reference to this grant, Asociacion Nacional de Productos Ecologicos del Peru will refer to the granting organization as Peru Opportunity Fund, an initiative of Hampshire Foundation.***

The following terms and conditions apply to your organization's use of Hampshire Foundation's grant:

### **1. Purpose**

Under United States law, Foundation grant funds, and income earned on those funds, may be spent only for charitable, religious, scientific, literary or educational purposes. This grant is made only for the purposes stated in this letter.

### **2. Reporting**

A written report of no more than three pages with an explanation of how the funds were used must be submitted to Hampshire Foundation by 30 January 2015. The report must be signed by an appropriate officer of your organization and directed to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund (lfitzgerald@peruopportunity.org).

### **3. Record Maintenance and Inspection**

Your organization must maintain records of receipts and expenditures related to this project for a period of four years after the end of this grant and make such books and records available to Hampshire Foundation for inspection upon reasonable advance notice.

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave. Suite 7, Box 62  
Hartford, CT 06106 USA

#### 4. Prohibited Activities

So that the Foundation may comply with the tax laws of the United States, it is understood that Foundation grant funds will not be used for any of the following purposes:

- A. To influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, within the meaning of Section 170(c)(2)(D) of the United States Internal Revenue Code.
- B. To undertake any activity for any purpose other than the charitable purposes specified in Section 170(c)(2)(B) of the United States Internal Revenue Code

If you have further questions regarding activities that are not permitted, please contact Hampshire Foundation.

#### 5. Return of Unused Funds

If any grant funds, and any income earned on those funds, are not spent or committed for the purposes of the grant, they must be returned to Hampshire Foundation

#### 6. Governing Law

This contract shall be governed by and construed in accordance with the laws of the state of Connecticut without regard to its internal conflict of laws rules

If this letter correctly describes your understanding of the terms of this grant, please indicate your organization's agreement to such terms by having the enclosed copy of this letter signed by an appropriate officer of your organization and returned to Hampshire Foundation to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund. In signing this letter, such officer represents to Hampshire Foundation that he/she has the authority to sign this letter on the organization's behalf. Payment of any grant funds will take place following receipt by Hampshire Foundation of a signed copy of this letter.

On behalf of the Board of Directors of Hampshire Foundation, I wish you and your team success in this endeavor as well as all future endeavors in Peru

Sincerely,

Digitally signed by Sabina J. Courtney  
DN: cn=Sabina J. Courtney, o=Peru  
Opportunity Fund, ou=Director  
Email=, email=sabina@peruopportunity.org  
c=US  
Date: 2013.11.14 10:07:00

Sabina Shelby, President  
Hampshire Foundation

ACCEPTED AND AGREED this 11th day of November, 2013

ORGANIZATION/LEGAL NAME: Asociacion Nacional de Productores Ecologicos del Peru -  
ANPE PERU  
By: (signature)   
Printed name: Moises Quispe Quispe  
Title: Director Ejecutivo - ANPE PERU

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave Suite 7, Box 62  
Hartford, CT 06106 USA



hampshirefoundation.org

## CONTRACT AGREEMENT

11 November 2013

Mr. David Baumann Samanez  
Asociacion Civil ProRural  
Cal. Sebastián Ugarte Moscoso Nro. 450 Int. 702  
San Isidro, Lima, PERU

RE: 2013Q4-Cilloniz/ProRural/Peru5000G

Dear David,

It is my pleasure to inform you that the Trustees of Hampshire Foundation have approved a grant in the amount of \$5,000 to Asociacion Civil ProRural on behalf of Fernando Cilloniz in support of the following charitable purpose:

***Promote comprehensive education of rural youth to further social and economic development in rural communities.***

These grant funds are to be expended over the period 15 November 2013 through 14 November 2014. ***In all written or oral reference to this grant, Asociacion Civil ProRural will refer to the granting organization as Peru Opportunity Fund, an Initiative of Hampshire Foundation.***

The following terms and conditions apply to your organization's use of Hampshire Foundation's grant.

### **1. Purpose**

Under United States law, Foundation grant funds, and income earned on those funds, may be spent only for charitable, religious, scientific, literary or educational purposes. This grant is made only for the purposes stated in this letter.

### **2. Reporting**

A written report of no more than three pages with an explanation of how the funds were used must be submitted to Hampshire Foundation by 30 January 2015. The report must be signed by an appropriate officer of your organization and directed to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund (lfitzgerald@peruopportunity.org).

### **3. Record Maintenance and Inspection**

Your organization must maintain records of receipts and expenditures related to this project for a period of four years after the end of this grant and make such books and records available to Hampshire Foundation for inspection upon reasonable advance notice.

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave. Suite 7, Box 62  
Hartford, CT 06106 USA

#### 4. Prohibited Activities

So that the Foundation may comply with the tax laws of the United States, it is understood that Foundation grant funds will not be used for any of the following purposes

- A. To influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, within the meaning of Section 170(c)(2)(D) of the United States Internal Revenue Code;
- B. To undertake any activity for any purpose other than the charitable purposes specified in Section 170(c)(2)(B) of the United States Internal Revenue Code.

If you have further questions regarding activities that are not permitted, please contact Hampshire Foundation.

#### 5. Return of Unused Funds

If any grant funds, and any income earned on these funds, are not spent or committed for the purposes of the grant, they must be returned to Hampshire Foundation.

#### 6. Governing Law

This contract shall be governed by and construed in accordance with the laws of the state of Connecticut without regard to its internal conflict of laws rules.

If this letter correctly describes your understanding of the terms of this grant, please indicate your organization's agreement to such terms by having the enclosed copy of this letter signed by an appropriate officer of your organization and returned to Hampshire Foundation to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund. In signing this letter, such officer represents to Hampshire Foundation that he/she has the authority to sign this letter on the organization's behalf. Payment of any grant funds will take place following receipt by Hampshire Foundation of a signed copy of this letter.

On behalf of the Board of Directors of Hampshire Foundation, I wish you and your team success in this endeavor as well as all future endeavors in Peru.

Sincerely,



Digitally signed by Sabina L. Courtney  
DN: c=US, o=Sabina L. Courtney, ou=Peru  
Opportunity Fund, cn=Sabina L. Courtney,  
email=sabina@hampshirefoundation.org, c=US  
Date: 2013.11.20 16:15:07-05'

Sabina Shelby, President  
Hampshire Foundation

ACCEPTED AND AGREED this 11th day of November, 2013

ORGANIZATION LEGAL NAME: Asociación Civil ProRural

By: (signature) [Signature]

Printed name: DANIEL KURT BAUMANN SAMANCA

Title: Director Ejecutivo

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave Suite 7, Box 62  
Hartford, CT 06106 USA

## FONDO TALENTO PERU I (Fondo Talento S.A.)

### SUBSCRIPTION AGREEMENT

The undersigned (the "Subscriber") hereby agrees with Fondo Talento S.A. (the "Fund"), as set forth below.

- 1 Subscription. The Subscriber hereby irrevocably subscribes for a limited partnership interest in the Fund (the "Interest") in accordance with and subject to the terms, provisions and conditions set forth herein and in the Fund's Statutes and, in connection therewith, agrees to become a limited partner of the Fund (a "Limited Partner") The Interest is represented in shares of the Fund.
- 2 Acceptance of Subscription, Payment. Acceptance of this Subscription Agreement shall be by the execution of this Subscription Agreement by Lumni Peru S.A. (the "General Partner") on behalf of the Fund. If the General Partner accepts the subscription evidenced by this Subscription Agreement, the Subscriber shall be admitted to the Fund as a Limited Partner. The Subscriber agrees to pay its "Subscription Amount" at the time and in the manner set forth in the Attachment A. The Subscriber understands and agrees that he may not make less than the full amount of any capital contribution required, and that default provisions with respect thereto, pursuant to which the Subscriber may suffer substantial adverse consequences (including, but not limited to, the loss of a material portion of its investment in the Fund), are contained in the Fund's Statutes. The Board, at its absolute discretion, can decide that a Limited Partner's entire investment is forfeited if the Limited Partner fails to fund their commitment within 30 days of a call for funding.
3. Subscription Not Transferable. Neither this Subscription Agreement nor the rights accruing pursuant to this Subscription Agreement shall be transferable without Lumni Peru's prior written consent, which consent may be withheld for any or no reason.
- 4 Binding Agreement. This Subscription Agreement shall be binding upon the heirs, executors, administrators, successors and assigns of the Subscriber, subject to the requirements of Section 3 hereof, and, if accepted by the Fund, shall be binding upon the Fund's successors and assigns.
- 5 Survival of Representations. All of the agreements, representations and warranties made by the Subscriber in this Subscription Agreement, including the Attachment A, shall survive the execution of the Fund.
- 6 Account Information. The Subscriber elects to be paid all distributions and other amounts payable to the Subscriber by the Fund in the form (either by wire transfer or check) and to the account or address indicated on Attachment

A hereto until five (5) business days after it has received from the Subscriber, in writing, new payment instructions.

7. Waiver, Modification. Neither this Subscription Agreement nor any provision hereof may be waived, modified, discharged or terminated except by an instrument in writing signed by the party against whom such waiver, modification, discharge or termination is sought to be enforced.
8. Integration. This Subscription Agreement and the Fund's Statutes constitute the entire agreement among the parties hereto pertaining to the subject matter hereof and supersede all prior and contemporaneous agreements and understandings of the parties in connection therewith
9. Governing Law. This Subscription Agreement shall be governed by, and interpreted and construed in accordance with the internal laws of Peru, without regard to its principles of conflict of laws
10. Funds Funds will be called based on the needs of the fund according the number of students to be financed and are due as cleared funds into the account of Fondo Talento S.A within 12 business days

A handwritten signature in dark ink, appearing to be a stylized 'P' or 'R' followed by a flourish.

**SUBSCRIBER SIGNATURE PAGE**

**TO THE SUBSCRIPTION AGREEMENT FOR FONDO TALENTO S.A.**

IN WITNESS WHEREOF, the Subscriber has executed this Subscription Agreement this  
30 day of October 2013.

SUBSCRIBER:

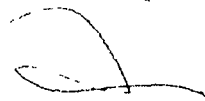
**For Individuals:**

\_\_\_\_\_  
(Name of Subscriber)

\_\_\_\_\_  
(Signature of Subscriber)

**For Entities:**

The Hampshire Foundation, Inc.  
(Name of Subscriber)

By:   
Name: Linda Fitzgerald  
Title: Executive Director





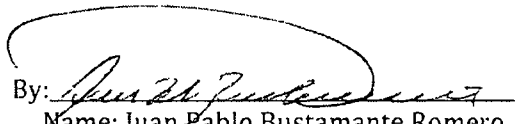
## ACCEPTANCE

The foregoing Subscription Agreement is hereby accepted, as of the date set forth, upon the terms and conditions set forth herein and in the Fund's Statutes.

FUND:

FONDO TALENTO S.A.

By: Lumni Peru S.A., its General Partner

By:   
Name: Juan Pablo Bustamante Romero  
Title: CEO Lumni Peru S.A.  
Juan Pablo Bustamante Romero  
Gerente General  
Lumni Peru S.A.  
Dated: OCT. 31, 2013

If the Fund executes this Subscription Agreement, the General Partner has accepted the Subscriber's subscription for an Interest in the amount set forth on Attachment A to the Subscriber's Subscription Agreement

ATTACHMENT A

SUBSCRIBER INFORMATION
Name of Subscriber: <u>The Hampshire Foundation, Inc</u>
Address of Subscriber's Residence or Principal Place of Business: <u>151 New Park Ave Suite 7 Box 62, Hartford, CT 06106 USA</u>
Country of Residence / State of Incorporation: <u>USA, CT</u>
Please provide the following information for each person that is authorized to send and receive instructions and communications regarding the Subscriber's investment in the Fund:
<u>Contact 1</u>
Name: <u>Linda Fitzgerald</u>
Position/Title of Contact: <u>Executive Director</u>
Telephone Number: <u>1-860-236-5751 x3</u>
E-Mail Address: <u>lfitzgerald@peruopportunity.org</u>
<u>Contact 2</u>
Name: <u>Janet Desmarais</u>
Position/Title of Contact: <u>Program Associate</u>
Telephone Number: <u>1-860-236-5751 x4</u>
E-Mail Address: <u>jdesmarais@peruopportunity.org</u>
<b>SUBSCRIPTION AMOUNT</b>
Total Amount of Subscription (in \$): 250,000 (two hundred fifty thousand dollars)
Amount of first drawdown (in S/): 93,500 (ninety three thousand five hundred nuevos soles) which is approximately equivalent to \$34,000 (thirty four thousand dollars)

Date of first drawdown: November 6, 2013

The funding will close only when all funds are received reaching the total first draw and commitment for the total to be subscribed by all the limited partners

**WIRE INSTRUCTIONS OF FUND**

Name of Beneficiary: Fondo Talento S.A

Bank Name: Banco de Crédito del Perú

Account Number 193-2109301-0-70 (account in Nuevos Soles)

Address of the Bank: Av. Rivera Navarrete 641, San Isidro

Phone number: 313-2000

SWIFT Code: BCPLPEPL

**WIRE INSTRUCTIONS OF INVESTOR**

Bank Name: Bessemer Trust

Account Number: 8H6595

SWIFT: 026008756

Beneficiary: The Hampshire Foundation, Inc

Address: (bank) 630 Fifth Avenue, 38<sup>th</sup> Floor

City: (bank) New York, NY 10111

**FONDO TALENTO PERU I (Fondo Talento S.A.)**

**SUBSCRIPTION AGREEMENT**

The undersigned (the "Subscriber") hereby agrees with Fondo Talento S.A. (the "Fund"), as set forth below

1. Subscription. The Subscriber hereby irrevocably subscribes for a limited partnership interest in the Fund (the "Interest") in accordance with and subject to the terms, provisions and conditions set forth herein and in the Fund's Statutes and, in connection therewith, agrees to become a limited partner of the Fund (a "Limited Partner"). The Interest is represented in shares of the Fund.
2. Acceptance of Subscription; Payment. Acceptance of this Subscription Agreement shall be by the execution of this Subscription Agreement by Lumni Peru S.A. (the "General Partner") on behalf of the Fund. If the General Partner accepts the subscription evidenced by this Subscription Agreement, the Subscriber shall be admitted to the Fund as a Limited Partner. The Subscriber agrees to pay its "Subscription Amount" at the time and in the manner set forth in the Attachment A. The Subscriber understands and agrees that he may not make less than the full amount of any capital contribution required, and that default provisions with respect thereto, pursuant to which the Subscriber may suffer substantial adverse consequences (including, but not limited to, the loss of a material portion of its investment in the Fund), are contained in the Fund's Statutes. The Board, at its absolute discretion, can decide that a Limited Partner's entire investment is forfeited if the Limited Partner fails to fund their commitment within 30 days of a call for funding.
3. Subscription Not Transferable. Neither this Subscription Agreement nor the rights accruing pursuant to this Subscription Agreement shall be transferable without Lumni Peru's prior written consent, which consent may be withheld for any or no reason.
4. Binding Agreement. This Subscription Agreement shall be binding upon the heirs, executors, administrators, successors and assigns of the Subscriber, subject to the requirements of Section 3 hereof, and, if accepted by the Fund, shall be binding upon the Fund's successors and assigns.
5. Survival of Representations. All of the agreements, representations and warranties made by the Subscriber in this Subscription Agreement, including the Attachment A, shall survive the execution of the Fund.
6. Account Information. The Subscriber elects to be paid all distributions and other amounts payable to the Subscriber by the Fund in the form (either by wire transfer or check) and to the account or address indicated on Attachment

A hereto until five (5) business days after it has received from the Subscriber, in writing, new payment instructions

7. Waiver; Modification. Neither this Subscription Agreement nor any provision hereof may be waived, modified, discharged or terminated except by an instrument in writing signed by the party against whom such waiver, modification, discharge or termination is sought to be enforced.
8. Integration. This Subscription Agreement and the Fund's Statutes constitute the entire agreement among the parties hereto pertaining to the subject matter hereof and supersede all prior and contemporaneous agreements and understandings of the parties in connection therewith.
9. Governing Law. This Subscription Agreement shall be governed by, and interpreted and construed in accordance with the internal laws of Peru, without regard to its principles of conflict of laws.
10. Funds. Funds will be called based on the needs of the fund according the number of students to be financed and are due as cleared funds into the account of Fondo Talento S.A. within 12 business days.

A handwritten signature, possibly 'P', is located on the right side of the page.

**SUBSCRIBER SIGNATURE PAGE**

**TO THE SUBSCRIPTION AGREEMENT FOR FONDO TALENTO S.A.**

IN WITNESS WHEREOF, the Subscriber has executed this Subscription Agreement this  
25 day of OCTOBER, 2014.

SUBSCRIBER.

**For Individuals:**

**For Entities:**

\_\_\_\_\_  
(Name of Subscriber)

MONTPELLIER FOUNDATION LTD  
(Name of Subscriber)

\_\_\_\_\_  
(Signature of Subscriber)

By Chris Varco  
Name: C. VARCO  
Title: DIRECTOR



## ACCEPTANCE

The foregoing Subscription Agreement is hereby accepted, as of the date set forth, upon the terms and conditions set forth herein and in the Fund's Statutes.

FUND:

FONDO TALENTO S.A.

By: Lumni Peru S.A., its General Partner

By: 

Name: Juan Pablo Bustamante Romero

Title: CEO Lumni Perú S A

Juan Pablo Bustamante Romero  
Gerente General

Dated: Lumni Perú S.A. 20 13

OCT, 31

If the Fund executes this Subscription Agreement, the General Partner has accepted the Subscriber's subscription for an Interest in the amount set forth on Attachment A to the Subscriber's Subscription Agreement.

ATTACHMENT A

SUBSCRIBER INFORMATION
Name of Subscriber: <u>MONTPELIER FOUNDATION LTD</u>
Address of Subscriber's Residence or Principal Place of Business: <u>243 KNIGHTSBRIDGE, LONDON, SW7 1DN, UNITED KINGDOM</u>
Country of Residence / State of Incorporation: <u>UNITED KINGDOM</u>
Please provide the following information for each person that is authorized to send and receive instructions and communications regarding the Subscriber's investment in the Fund:
<u>Contact 1</u>
Name: <u>CHRIS VARCO</u>
Position/Title of Contact: <u>DIRECTOR</u>
Telephone Number: <u>(44) 020 7591 2191</u>
E-Mail Address: <u>chris@montpelier foundation.org uk.</u>
<u>Contact 2</u>
Name: <u>ALEXANDRA HUMPHRY</u>
Position/Title of Contact: <u>PROGRAMME OFFICER</u>
Telephone Number: <u>(44) 020 7591 2191</u>
E-Mail Address: <u>alexandra@montpelier foundation.org uk</u>
<u>SUBSCRIPTION AMOUNT</u>
Total Amount of Subscription (in \$). 250,000 (two hundred fifty thousand dollars)
Amount of first drawdown (in S/.) 93,500 (ninety three thousand five hundred nuevos soles) which is approximately equivalent to \$34,000 (thirty four thousand dollars)



Date of first drawdown: November 6, 2013

The funding will close only when all funds are received reaching the total first draw and commitment for the total to be subscribed by all the limited partners

**WIRE INSTRUCTIONS OF FUND**

Name of Beneficiary: Fondo Talento S.A.

Bank Name: Banco de Crédito del Perú

Account Number: 193-2109301-0-70 (account in Nuevos Soles)

Address of the Bank: Av Rivera Navarrete 641, San Isidro

Phone number: 313-2000

SWIFT Code: BCPLPEPL

**WIRE INSTRUCTIONS OF INVESTOR**

Bank Name: SCHRODER / & CO, LONDON

Account Number: 70810301

SWIFT: SCPBGB2L

Beneficiary: MONTPELIER FOUNDATION LTD

Address: (of the bank). 100 WOOD ST, EC2V 7ER

City: LONDON



hampshire foundation

## CONTRACT AGREEMENT

11 November 2013

Enrique Alfonso Aguilar Castellanos  
Fundación Para el Desarrollo Agrario  
Universidad Agraria La Molina  
La Molina, Lima, PERU

RE: 2013Q4-Ugas/ Fundación Para el Desarrollo Agrario/Peru5000G

Dear Enrique,

It is my pleasure to inform you that the Trustees of Hampshire Foundation have approved a grant in the amount of \$5,000 to Fundación Para el Desarrollo Agrario on behalf of Roberto Ugas in support of the following charitable purpose:

***Fund scholarships for field studies for students of UNALM to provide hands-on rural experience.***

These grant funds are to be expended over the period 15 November 2013 through 14 November 2014. ***In all written or oral reference to this grant, Fundación Para el Desarrollo Agrario will refer to the granting organization as Peru Opportunity Fund, an initiative of Hampshire Foundation.***

The following terms and conditions apply to your organization's use of Hampshire Foundation's grant:

### **1. Purpose**

Under United States law, Foundation grant funds, and income earned on those funds, may be spent only for charitable, religious, scientific, literary or educational purposes. This grant is made only for the purposes stated in this letter.

### **2. Reporting**

A written report of no more than three pages with an explanation of how the funds were used must be submitted to Hampshire Foundation by 30 January 2015. The report must be signed by an appropriate officer of your organization and directed to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund (lfitzgerald@peruopportunity.org).

### **3. Record Maintenance and Inspection**

Your organization must maintain records of receipts and expenditures related to this project for a period of four years after the end of this grant and make such books and records available to Hampshire Foundation for inspection upon reasonable advance notice.

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave. Suite 7, Box 62  
Hartford, CT 06106 USA

#### 4. Prohibited Activities

So that the Foundation may comply with the tax laws of the United States, it is understood that Foundation grant funds will not be used for any of the following purposes:

- A. To influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, within the meaning of Section 170(c)(2)(D) of the United States Internal Revenue Code;
- B. To undertake any activity for any purpose other than the charitable purposes specified in Section 170(c)(2)(B) of the United States Internal Revenue Code

If you have further questions regarding activities that are not permitted, please contact Hampshire Foundation.

#### 5. Return of Unused Funds

If any grant funds, and any income earned on those funds, are not spent or committed for the purposes of the grant, they must be returned to Hampshire Foundation.

#### 6. Governing Law

This contract shall be governed by and construed in accordance with the laws of the state of Connecticut without regard to its internal conflict of laws rules.

If this letter correctly describes your understanding of the terms of this grant, please indicate your organization's agreement to such terms by having the enclosed copy of this letter signed by an appropriate officer of your organization and returned to Hampshire Foundation to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund. In signing this letter, such officer represents to Hampshire Foundation that he/she has the authority to sign this letter on the organization's behalf. Payment of any grant funds will take place following receipt by Hampshire Foundation of a signed copy of this letter.

On behalf of the Board of Directors of Hampshire Foundation, I wish you and your team success in this endeavor as well as all future endeavors in Peru.

Sincerely,



Digitally signed by Sabina E. Courmayer  
DN: cn=Sabina E. Courmayer, ou=Peru  
Opportunity Fund, ou=Board of Directors,  
email=sshelby@peruopportunity.org,  
c=US  
Date: 2013.11.11 20:15:53 -05'00'

Sabina Shelby, President  
Hampshire Foundation

ACCEPTED AND AGREED this 11th day of November, 2013

ORGANIZATION LEGAL NAME:

By: (signature)

Printed name.

Title:

FUNDACIÓN PARA EL DESARROLLO AGUARI  
  
ENRIQUE AGUILAR CASTELLANOS  
PRESIDENTE

Peru Opportunity Fund, an initiative of Hampshire Foundation  
151 New Park Ave Suite 7 Box 62  
Hartford, CT 06106 USA

hampshire

## CONTRACT AGREEMENT

11 November 2013

Ms. Maria del Carmen Alegria Fernandez de Paredes  
Instituto Tangarana  
Pj. Guerra Nro. 113  
San Juan Bautista, Maynas, Loreto, PERU

RE: 2013Q4-Schiaffino/Instituto Tangarana/Peru5000G

Dear Maria del Carmen,

It is my pleasure to inform you that the Trustees of Hampshire Foundation have approved a grant in the amount of \$5,000 to Instituto Tangarana on behalf of Pedro Miguel Schiaffino in support of the following charitable purpose:

*Contribute to the development of indigenous rural communities in areas of high poverty through the implementation of productive projects and tourism, promoting environmental conservation and ancestral knowledge of these communities.*

These grant funds are to be expended over the period 15 November 2013 through 14 November 2014. *In all written or oral reference to this grant, Instituto Tangarana will refer to the granting organization as Peru Opportunity Fund, an initiative of Hampshire Foundation.*

The following terms and conditions apply to your organization's use of Hampshire Foundation's grant:

### 1. Purpose

Under United States law, Foundation grant funds, and income earned on those funds, may be spent only for charitable, religious, scientific, literary or educational purposes. This grant is made only for the purposes stated in this letter.

### 2. Reporting

A written report of no more than three pages with an explanation of how the funds were used must be submitted to Hampshire Foundation by 30 January 2015. The report must be signed by an appropriate officer of your organization and directed to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund (lfitzgerald@peruopportunity.org).

### 3. Record Maintenance and Inspection

Your organization must maintain records of receipts and expenditures related to this project for a period of four years after the end of this grant and make such books and records available to Hampshire Foundation for inspection upon reasonable advance notice.

#### 4. Prohibited Activities

So that the Foundation may comply with the tax laws of the United States, it is understood that Foundation grant funds will not be used for any of the following purposes:

- A. To influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, within the meaning of Section 170(c)(2)(D) of the United States Internal Revenue Code;
- B. To undertake any activity for any purpose other than the charitable purposes specified in Section 170(c)(2)(B) of the United States Internal Revenue Code.

If you have further questions regarding activities that are not permitted, please contact Hampshire Foundation.

#### 5. Return of Unused Funds

If any grant funds, and any income earned on those funds, are not spent or committed for the purposes of the grant, they must be returned to Hampshire Foundation.

#### 6. Governing Law

This contract shall be governed by and construed in accordance with the laws of the state of Connecticut without regard to its internal conflict of laws rules.

If this letter correctly describes your understanding of the terms of this grant, please indicate your organization's agreement to such terms by having the enclosed copy of this letter signed by an appropriate officer of your organization and returned to Hampshire Foundation to the attention of Linda Fitzgerald, Executive Director, Peru Opportunity Fund. In signing this letter, such officer represents to Hampshire Foundation that he/she has the authority to sign this letter on the organization's behalf. Payment of any grant funds will take place following receipt by Hampshire Foundation of a signed copy of this letter.

On behalf of the Board of Directors of Hampshire Foundation, I wish you and your team success in this endeavor as well as all future endeavors in Peru.

Sincerely,



Sabina E. Cournoyer, President  
Hampshire Foundation

Digitally signed by Sabina E. Cournoyer  
DN: cn=Sabina E. Cournoyer, o=Peru  
Opportunity Fund, ou=Board of Directors,  
email=sabine@peruopportunity.org, c=US  
Date: 2013.11.17 12:20:53 -0500

ACCEPTED AND AGREED this 11th day of November, 2013

ORGANIZATION LEGAL NAME: INSTITUTO TANGARANA (ONGD)

By: (signature) 

Printed name: MARIA DEL CARMEN ALEGRIA F. DE P.

Title: DIRECTORA

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	167,514.	0.	167,514.	167,514.	
TO PART I, LINE 4	167,514.	0.	167,514.	167,514.	

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SOCIAL FINANCE NY STATE WORKFORCE RE-ENTRY 2013 LLC	<62.>	<62.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<62.>	<62.>	

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	567.	0.		567.
TO FM 990-PF, PG 1, LN 16A	567.	0.		567.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEE	2,471.	0.		2,471.
FINANCIAL SERVICE FEE	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	6,471.	0.		6,471.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEE	3,520.	2,347.		1,173.
TO FORM 990-PF, PG 1, LN 16C	3,520.	2,347.		1,173.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE FEES	800.	0.		800.
MISCELLANEOUS	966.	0.		966.
INSURANCE	592.	0.		592.
CONSULTING	45,603.	0.		45,603.
TO FORM 990-PF, PG 1, LN 23	47,961.	0.		47,961.

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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
TRANSFER FROM OLD FOUNDATION	19,482,094.
REFUND OF LEGAL FEE PAID IN OLD FOUNDATION	1,135.
TOTAL TO FORM 990-PF, PART III, LINE 3	19,483,229.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	14,259,487.	18,333,717.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,259,487.	18,333,717.

FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
SOCIAL FINANCE NY STATE WORKFORCE RE-ENTRY 2013 LLC	0.	125,237.	125,237.	
WESTBOURNE INVESTMENTS LP	0.	1,382,296.	1,383,918.	
MONTPELIER FUND LLC	0.	299,161.	299,161.	
GRASSROOTS BUSINESS INVESTORS FUND I, L.P.	0.	135,000.	135,000.	
FONDO TALENDO (LUMNI)	0.	34,000.	34,000.	
TO FORM 990-PF, PART II, LINE 15	0.	1,975,694.	1,977,316.	

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT	10
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## DESCRIPTION

GRASSROOTS BUSINESS INVESTORS FUND I, L.P: A FUND THAT  
INVESTS IN BUSINESSES IN EMERGING MARKETS (I.E. PERU) TO  
DRIVE ECONOMIC DEVELOPMENT AND IMPROVE LOCAL STANDARDS OF  
LIVING.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 2	135,000.



**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALTIUS PERU

TRANSFORM THE LIVES OF PERUVIANS WITH THE GREATEST NEEDS THROUGH  
TRAINING AND COMPREHENSIVE DEVELOPMENT

NAME OF RECIPIENT - ASOCIACION CIVIL PRORURAL

PROMOTE SUSTAINABLE PRODUCTIVE, ECONOMIC AND SOCIAL ADVANCES IN PERU  
THROUGH THE INCORPORATION OF TECHNOLOGY

**HAMPSHIRE FOUNDATION INC.**  
**PERIOD ENDED 12/31/13**  
**EIN 45-4291634**  
**FORM 990-PF**

**Supplemental Schedule of Information**

**Part XIII, Line 10(e) Excess Distributions Carryover**

Pursuant to Section 507(b) (2), the 2013 Excess Distribution carryover from The Hampshire Foundation in the amount of \$494,249 will be transferred over to the Hampshire Foundation Inc.

**HAMPSHIRE FOUNDATION INC.  
TAX PERIOD ENDED 12/31/13  
EIN 45-4291634  
FORM 990-PF**

**Supplemental Schedule of Information**

**Part V**

As shown on Part III, line 3, the assets of The Hampshire Foundation were received pursuant to Section 507(b)(2) of the Code. Under Section 507(b)(2), the base period and distribution ratio shown on Part V of The Hampshire Foundation, as transferor, are carried over to Part V of the Hampshire Foundation Inc.

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

Department of the Treasury  
Internal Revenue Service

► **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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](http://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
<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HAMPSHIRE FOUNDATION, INC	45-4291634
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O BESSEMER TRUST, 630 FIFTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10111	

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

04

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

### BESSEMER TRUST

- The books are in the care of ► **630 FIFTH AVENUE - NEW YORK, NY 10111**

Telephone No. ► **(212) 708-9216**

Fax No. ►

- 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, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ► ☐ calendar year \_\_\_\_\_ or  
 ► ☒ tax year beginning **OCT 1, 2013**, and ending **DEC 31, 2013**

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

<b>3a</b> 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	<b>3a</b>	\$	8,000.
<b>b</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	<b>3b</b>	\$	0.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	8,000.

**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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HAMPSHIRE FOUNDATION, INC	45-4291634
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O BESSEMER TRUST, 630 FIFTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10111	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**BESSEMER TRUST**

- The books are in the care of **630 FIFTH AVENUE - NEW YORK, NY 10111**  
Telephone No **(212) 708-9216** Fax No
- 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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year , or other tax year beginning **OCT 1, 2013**, and ending **DEC 31, 2013**

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☒ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

<b>8a</b> 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	<b>8a</b>	\$	8,000.
<b>b</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 and any amount paid previously with Form 8868	<b>8b</b>	\$	8,000.
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title **AS AGENT**

Date

Form 8868 (Rev. 1-2014)