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Part I	Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)

Form **990-PF** (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	109,256	58,588	58,588
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	488,314	 509,970	498,107
	b	Investments—corporate stock (attach schedule)	1,149,785	 1,198,071	1,448,016
	c	Investments—corporate bonds (attach schedule).	410,855	 445,164	444,012
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,158,210	2,211,793	2,448,723
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,158,210	2,211,793	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,158,210	2,211,793	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,158,210	2,211,793	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,158,210
2	Enter amount from Part I, line 27a	2	53,581
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	2
4	Add lines 1, 2, and 3	4	2,211,793
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,211,793

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	118,515
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	120,000	2,295,556	0 052275
2011	115,000	2,339,240	0 049161
2010	110,000	2,274,647	0 048359
2009	15,000	2,060,603	0 007279
2008	100,000	81,211	1 23136

2	Total of line 1, column (d).	2	1 388434
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 277687
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,392,314
5	Multiply line 4 by line 3.	5	664,314
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,664
7	Add lines 5 and 6.	7	665,978
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	110,000

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <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	3,328
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	3,328
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	3,328
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,460
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	2,460
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	868
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> NH _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of TD Bank NA Telephone no (603) 229-5756 Located at 143 NORTH MAIN STREET CONCORD NH ZIP+4 03301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TD Bank NA	Trustee	21,006		
PO Box 477	1			
Concord,NH 033020477				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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	2,344,719
b	Average of monthly cash balances.	1b	84,026
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,428,745
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	2,428,745
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	36,431
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,392,314
6	Minimum investment return. Enter 5% of line 5.	6	119,616

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	119,616
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,328
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,328
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	116,288
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	116,288
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	116,288

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	110,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	110,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	110,000
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				116,288
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 20, 20		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	8,357			
b From 2009.	0			
c From 2010.	1,906			
d From 2011.	117			
e From 2012.	7,681			
f Total of lines 3a through e.	18,061			
4 Qualifying distributions for 2013 from Part XII, line 4 \$ 110,000				
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.				110,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,288			6,288
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,773			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	2,069			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	9,704			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	1,906			
c Excess from 2011.	117			
d Excess from 2012.	7,681			
e Excess from 2013.				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	110,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
15000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2008-12-30	2013-02-22
15000 ONTARIO PROVINCE 2 950% 02/05/2015 DTD 02/05/10		2011-04-28	2013-02-22
420 LORILLARD INC COM		2012-01-12	2013-03-13
20000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2011-01-18	2013-04-02
290 HOME DEPOT INC		2011-04-25	2013-06-06
240 MARATHON PETE CORP		2012-01-12	2013-06-06
120 PHILLIPS 66		2012-01-12	2013-06-06
60 PROCTER & GAMBLE CO		2012-01-12	2013-06-06
30 AT&T INC		2012-01-12	2013-06-24
110 553 INVESCO INTERNATIONAL GROWTH FUND INSTITUTIONAL CLASS		2010-11-19	2013-06-24
10 BRISTOL-MEYERS SQUIBB		2012-01-12	2013-06-24
10 CATERPILLAR TRACTOR		2012-01-12	2013-06-24
10 CHEVRONTEXACO CORP		2012-01-12	2013-06-24
20 CISCO SYSTEMS INC		2013-06-06	2013-06-24
20 COCA COLA CO		2012-01-12	2013-06-24
10 COLGATE PALMOLIVE		2011-04-21	2013-06-24
10 CONOCOPHILLIPS		2012-01-12	2013-06-24
10 E I DUPONT DE NEMOURS		2012-01-12	2013-06-24
10 EMERSON ELECTRIC CO		2012-01-12	2013-06-24
20 EXXON MOBIL CORP		2012-01-12	2013-06-24
8381 238 FIDELITY SPARTAN HIGH INCOME		2011-10-25	2013-06-24
10 FREEPORT-MCMORAN COPPER & GOCL B		2012-09-10	2013-06-24
51 653 HARBOR INTERNATIONAL FUND		2010-11-19	2013-06-24
10 HOME DEPOT INC		2008-12-23	2013-06-24
20 INTEL CORP		2012-01-12	2013-06-24
10 INTERNATIONAL BUSINESS MACHINES		2011-04-25	2013-06-24
20 J P MORGAN CHASE & CO		2010-03-16	2013-06-24
10 JOHNSON & JOHNSON		2012-01-12	2013-06-24
20 MARATHON OIL		2011-06-02	2013-06-24
10 MERCK & CO INC NEW COM		2011-12-01	2013-06-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
20 MICROSOFT CORP		2012-06-05	2013-06-24
10 MONDELEZ INTERNATIONAL INC		2012-01-12	2013-06-24
10 NEXTERA ENERGY INC COM		2012-01-12	2013-06-24
10 NORFOLK SOUTHERN CO		2012-01-12	2013-06-24
10 PEPSICO		2012-01-12	2013-06-24
40 PFIZER INC		2012-01-12	2013-06-24
10 PHILIP MORRIS INTL INC COM		2012-01-12	2013-06-24
10 PROCTER & GAMBLE CO		2012-01-12	2013-06-24
700 SPDR GOLD TRUST		2012-01-12	2013-06-24
10 SOUTHERN CO		2012-01-12	2013-06-24
10 SPECTRA ENERGY CORP		2012-01-09	2013-06-24
10 UNITED TECHNOLOGIES		2012-01-12	2013-06-24
1 642 VANGUARD INFLTN PRCTD SEC FD #5119		2010-11-19	2013-06-24
10 WELLS FARGO & COMPANY COM NEW		2012-11-13	2013-06-24
4612 449 VANGUARD SHORT-TERM FED-ADM #549		2013-06-24	2013-07-29
5000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2013-02-19	2013-08-06
5000 FED HOME LN MTG 5 00% 01/30/2014 DTD 01/30/2004		2009-04-13	2013-08-06
20000 FED HOME LN MTG 4 75% 11/17/2015 DTD 10/21/2005		2009-04-09	2013-08-06
30000 U S TREAS BONDS 4 25% 11/15/2014 DTD 11/15/2004		2009-04-06	2013-11-13
150 AT&T INC		2012-01-12	2013-12-02
20 APPLE COMPUTER		2013-06-06	2013-12-02
270 BAXTER INTL INC		2012-01-12	2013-12-02
320 BRISTOL-MEYERS SQUIBB		2012-01-12	2013-12-02
90 CATERPILLAR TRACTOR		2012-01-12	2013-12-02
190 CHEVRONTEXACO CORP		2012-01-12	2013-12-02
230 COCA COLA CO		2012-01-12	2013-12-02
240 EXXON MOBIL CORP		2012-01-12	2013-12-02
210 FREEPORT-MCMORAN COPPER & GOCL B		2012-09-10	2013-12-02
90 INTERNATIONAL BUSINESS MACHINES		2011-09-08	2013-12-02
480 J P MORGAN CHASE & CO		2012-01-12	2013-12-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
260 JOHNSON & JOHNSON		2012-01-12	2013-12-02
470 MARATHON OIL		2012-01-09	2013-12-02
10 MCDONALDS CORP		2012-01-12	2013-12-02
160 MICROSOFT CORP		2012-06-05	2013-12-02
420 MONDELEZ INTERNATIONAL INC		2012-01-12	2013-12-02
180 NIKE INC CLASS B		2012-01-12	2013-12-02
110 NORFOLK SOUTHERN CO		2012-01-12	2013-12-02
310 PEPSICO		2012-01-12	2013-12-02
1410 PFIZER INC		2012-11-13	2013-12-02
200 PROCTER & GAMBLE CO		2012-01-12	2013-12-02
310 SPECTRA ENERGY CORP		2012-01-09	2013-12-02
150 WELLS FARGO & COMPANY COM NEW		2012-11-13	2013-12-02
130 HONEYWELL INTL INC		2012-01-12	2013-12-13
5000 BNK OF NOVA SCOTIA 2 375% 12/17/2013 DTD 06/17/10		2013-06-24	2013-12-17
20000 BNK OF NOVA SCOTIA 2 375% 12/17/2013 DTD 06/17/10		2011-01-18	2013-12-17
5000 U S TREAS BONDS 4 25% 11/15/2014 DTD 11/15/2004		2012-03-14	2013-12-18
5000 U S TREASURY NOTE 4 875% 08/15/2016 DTD 08/15/2006		2011-11-30	2013-12-18
5000 U S TREASURY NOTE 3 125% 05/15/2019 DTD 05/15/09		2012-05-03	2013-12-18
5000 BERKSHIRE HATHAWAY 5 40% 5/15/2018 DTD 11/15/2008		2011-01-18	2013-12-19
5000 FED HOME LN MTG 4 75% 11/17/2015 DTD 10/21/2005		2009-04-09	2013-12-19
5000 F H L M C NOTES 3 75% 03/27/2019 DTD 03/27/2009		2011-08-24	2013-12-19
5000 GEN ELEC CAP CORP 5 625% 09/15/2017 DTD 09/24/07		2011-03-28	2013-12-19
5000 JPMORGAN CHASE & 6 00% 01/15/2018 DTD 12/20/07		2009-10-07	2013-12-19
5000 WACHOVIA CORP 5 750% 02/01/2018 DTD 01/31/08		2011-10-20	2013-12-19
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,671		16,709	-1,038
15,719		15,715	4
16,268		15,731	537
20,796		22,177	-1,381
21,981		7,598	14,383
19,494		7,821	11,673
7,655		3,893	3,762
4,603		3,954	649
1,038		908	130
3,186		3,060	126
459		342	117
816		1,019	-203
1,172		1,050	122
482		493	-11
796		676	120
565		404	161
596		546	50
529		481	48
544		494	50
1,780		1,691	89
76,185		74,976	1,209
269		402	-133
3,146		3,099	47
737		238	499
473		517	-44
1,943		1,679	264
1,025		860	165
852		653	199
679		626	53
466		359	107

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
680		571	109
287		248	39
787		595	192
708		784	-76
803		647	156
1,116		880	236
876		766	110
770		659	111
86,815		96,159	-9,344
432		451	-19
337		305	32
921		774	147
42		43	-1
400		324	76
49,353		49,169	184
5,117		5,226	-109
5,117		5,538	-421
21,957		22,416	-459
31,229		34,273	-3,044
5,232		4,539	693
11,057		8,782	2,275
18,500		14,027	4,473
16,571		10,939	5,632
7,562		9,171	-1,609
23,251		18,610	4,641
9,221		7,771	1,450
22,468		19,324	3,144
7,220		8,435	-1,215
16,005		14,909	1,096
27,471		16,356	11,115

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
24,552		16,904	7,648
17,180		13,731	3,449
966		1,005	-39
6,153		4,566	1,587
14,073		10,430	3,643
14,288		8,910	5,378
9,764		8,627	1,137
26,026		20,044	5,982
44,924		31,230	13,694
16,691		13,142	3,549
10,376		9,162	1,214
6,649		4,859	1,790
11,303		7,444	3,859
5,000		5,048	-48
20,000		20,454	-454
5,185		5,486	-301
5,579		5,924	-345
5,377		5,610	-233
5,755		5,522	233
5,419		5,509	-90
5,470		5,586	-116
5,717		5,455	262
5,780		5,419	361
5,790		5,650	140
			14,847

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,038
			4
			537
			-1,381
			14,383
			11,673
			3,762
			649
			130
			126
			117
			-203
			122
			-11
			120
			161
			50
			48
			50
			89
			1,209
			-133
			47
			499
			-44
			264
			165
			199
			53
			107


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			109
			39
			192
			-76
			156
			236
			110
			111
			-9,344
			-19
			32
			147
			-1
			76
			184
			-109
			-421
			-459
			-3,044
			693
			2,275
			4,473
			5,632
			-1,609
			4,641
			1,450
			3,144
			-1,215
			1,096
			11,115

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,648
			3,449
			-39
			1,587
			3,643
			5,378
			1,137
			5,982
			13,694
			3,549
			1,214
			1,790
			3,859
			-48
			-454
			-301
			-345
			-233
			233
			-90
			-116
			262
			361
			140

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF NORTH TEXAS FND FOUNDATION PO BOX 311250 DENTON,TX 762031250	NONE	501(C)(3)	GENERAL OPERATIONS	20,000
EMBRACE GRACE INC C/O NIKKI STEEN 16830 VENTURA BLVD SUITE 360 ENCINO,CA 91436	NONE	501(C)(3)	GENERAL OPERATIONS	5,000
POTTSBORO AREA DEVELOPMENT ALLIANCE FOUNDATION 111 HWY 120E STE 103 POTTSBORO,TX 750767801	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
RISE AGAIN OUTREACH 33 STANIELS ROAD LOUDON,NH 03307	NONE	501(C)(3)	GENERAL OPERATIONS	5,000
PVES FOUNDATION INC C/O NANCY ANDERSON PO BOX 2347 POTTSBORO,TX 75076	NONE	501(C)(3)	BOOT SCOOTIN' BALL	10,000
GRAYSON COUNTY SHELTER 331 WMORTON STREET DENNISON,TX 75020	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
GRAYSON COUNTY CRISIS PREGNANCY DBA PREGNANCY CARE CENTER PO BOX 3237 SHERMAN,TX 750913237	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
GRAYSON COLLEGE FOUNDATION C/O SHERMAN PELLEY NALL PELLEY & WY PO BOX 2228 SHERMAN,TX 750912228	NONE	501(C)(3)	BEHALF OF ELLEN M TALBOTT	20,000
TEXAS TECH FOUNDATION INC PO BOX 41081 LUBBOCK,TX 794091081	NONE	501(C)(3)	GENERAL OPERATIONS	20,000
Total  3a				110,000

TY 2013 Accounting Fees Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	575	575		

TY 2013 Investments Corporate Bonds Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10000 AT&T 4.45%	10,190	10,528
20000 ANHEUSER-BUSCH 1.375%	20,079	19,958
15000 BK OF NOVA SCOTIA 1.1%	15,016	15,072
20000 BERKSHIRE HATHAWAY 5.40%	22,283	23,005
20000 CATERPILLAR FINL SE 2.05	20,583	20,531
10000 CISCO SYSTEMS INC 4.95%	10,965	11,248
25000 COCA COLA CO 1.500%	24,353	25,472
10000 COMCAST CORP 2.85%	9,977	9,246
20000 GEN ELEC CAP CORP	22,016	22,752
5000 GEN ELEC CAP CORP 1.625%	5,082	5,081
20000 JPMORGAN CHASE & 6.00%	21,945	23,030
25000 ONTARIO PROVINCE 1.65%	24,891	23,995
25000 ONTARIO PROVINCE 2.95%	26,142	25,697
10000 PFIZER INC NOTES 5.35%	11,201	10,567
10000 PROVINCE OF QUEBEC 2.75%	10,241	9,648
10000 SBC COMMUNICATIONS 5.10%	10,859	10,319
10000 TOYOTA MOTOR CREDIT 2.00	10,338	10,286
10000 US BANCORP 1.95%	10,015	9,946
20000 WACHOVIA CORP 5.75%	22,701	23,062
20000 WAL-MART STORES INC 1.50	20,525	20,381
5265.604 FIDELITY HIGH INCOME	49,023	49,339
2546.102 VANGUARD INFLT N PRTCT	66,739	64,849

TY 2013 Investments Corporate
Stock Schedule

Name: TALBOTT FOUNDATION 430057018
EIN: 80-0313615

Name of Stock	End of Year Book Value	End of Year Fair Market Value
680 COMCAST CORP SPECIAL CL A	32,569	33,918
150 HOME DEPOT INC	3,986	12,351
220 MCDONALDS CORP	22,099	21,347
810 ALTRIA GROUP INC	30,039	31,096
510 COCA COLA CO	17,231	21,068
370 COLGATE PALMOLIVE CO	15,898	24,128
210 KIMBERLY CLARK CORP	18,747	21,937
150 KRAFT FOODS GROUP INC	6,169	8,087
410 LORILLARD INC COM	20,968	20,779
430 PHILIP MORRIS INTL INC	33,129	37,466
270 PROCTER & GAMBLE CO	14,964	21,981
280 WAL MART STORES INC	20,980	22,033
190 CHEVRON CORPORATION	13,062	23,733
470 CONOCOPHILLIPS	29,795	33,206
250 EXXON MOBIL CORP	16,761	25,300
420 CME GROUP INC	34,402	32,953
440 WELLS FARGO & CO NEW	16,082	19,976
260 JOHNSON & JOHNSON CO	14,390	23,813
640 MERCK & CO INC NEW COM	24,885	32,032
350 EATON CORP PLC	25,209	26,642
250 BOEING CO	27,739	34,123
310 DEERE & CO	26,048	28,312
500 EMERSON ELECTRIC CO	29,289	35,090
220 HONEYWELL INTL INC	19,446	20,101
160 LOCKHEED MARTIN CORP	13,070	23,786
210 3M CO	18,697	29,453
120 UNITED PARCEL SERVICE CL B	8,789	12,610
180 UNITED TECHNOLOGIES	10,693	20,484
630 SEAGATE TECHNOLOGY PLC	31,591	35,381
50 APPLE COMPUTER INC	21,955	28,051

Name of Stock	End of Year Book Value	End of Year Fair Market Value
870 CISCO SYSTEMS INC	21,321	19,514
970 INTEL CORP	25,064	25,176
880 MICROSOFT CORPORATION	22,137	32,921
700 DOW CHEMICAL CO	28,133	31,080
160 E I DUPONT DE NEMOURS INC	7,699	10,395
870 AT&T INC	26,324	30,589
420 VERIZON COMMUNICATIONS	16,464	20,639
290 DUKE ENERGY CORP	19,021	20,013
250 NEXTERA ENERGY INC COM	15,007	21,405
540 SOUTHERN CO	24,290	22,199
4032.547 INVESCO INTERNATIONAL	111,621	138,316
1262.869 BUFFALO SMALL CAP FD	33,983	47,130
1904.906 HARBOR INTERNATIONAL	113,860	135,267
1645.784 HARTFORD MUT FDS INC	38,138	46,790
1760.947 PERKINS MID CAP VALUE	39,269	41,136
1766.942 ROYCE SPECIAL EQUITY	37,058	44,209

**TY 2013 Investments Government
Obligations Schedule****Name:** TALBOTT FOUNDATION 430057018**EIN:** 80-0313615**US Government Securities - End of
Year Book Value:**

509,970

**US Government Securities - End of
Year Fair Market Value:**

498,107

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Other Expenses Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE/PROBATE FEES	75	75		0

TY 2013 Other Increases Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Description	Amount
ROUNDING ADJUSTMENT	2

TY 2013 Taxes Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	379	0		0
FEDERAL ESTIMATES - PRINCIPAL	2,460	0		0
FOREIGN TAXES ON QUALIFIED FOR	222	222		0
FOREIGN TAXES ON NONQUALIFIED	156	156		0