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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

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

OMB No 1545-0052

2014**Open to Public Inspection**

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation F.A. & J. H. HARRINGTON FOUNDATION		A Employer identification number 04-6125088
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 508-459-8000
370 MAIN STREET, 12TH FLOOR		
City or town, state or province, country, and ZIP or foreign postal code WORCESTER, MA 01608		
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		C If exemption application is pending, check here ☐
☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 10,422,475.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,695.	8,621.		STMT 1
	4 Dividends and interest from securities	176,456.	176,456.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,626.			
	b Gross sales price for all assets on line 6a 201,678				
	7 Capital gain net income (from Part IV, line 2)		1,626.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	140,429.			STMT 3	
12 Total. Add lines 1 through 11	327,206.	186,703.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	42,000.	21,000.		21,000.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 4	127,694.	127,694.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 5	42,882.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 6	7,396.			323.
	24 Total operating and administrative expenses				
	Add lines 13 through 23	219,972.	148,694.	NONE	21,323.
25 Contributions, gifts, grants paid	459,698.			459,698.	
26 Total expenses and disbursements Add lines 24 and 25	679,670.	148,694.	NONE	481,021.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-352,464.				
b Net investment income (if negative, enter -0-)		38,009.			
c Adjusted net income (if negative, enter -0-)					

g2k

A

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	882,765.	198,668.	198,668.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 7	3,363,083.	3,561,360.	8,788,624.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,800,046.	1,933,402.	1,435,183.
	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)	6,045,894.	5,693,430.	10,422,475.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	7,688,956.	5,693,430.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,643,062.		
	30	Total net assets or fund balances (see instructions)	6,045,894.	5,693,430.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,045,894.	5,693,430.	

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	6,045,894.
2	Enter amount from Part I, line 27a	2	-352,464.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,693,430.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,693,430.

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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 PUBLICLY TRADED SECURITIES					
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 201,678.		200,052.	1,626.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			1,626.		
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	1,626.	
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.

(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))
2013	1,402,809.	10,251,020.	0.136846
2012	1,416,038.	10,836,872.	0.130669
2011	1,444,655.	11,601,508.	0.124523
2010	491,288.	10,887,586.	0.045124
2009	572,244.	9,687,933.	0.059068
2 Total of line 1, column (d)			2 0.496230
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 0.099246
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 10,532,382.
5 Multiply line 4 by line 3			5 1,045,297.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 380.
7 Add lines 5 and 6			7 1,045,677.
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.			8 481,021.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	760.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	760.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	760.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	9,400.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,400.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	7.	
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	8,633.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 760. Refunded ☐ 7,873.	11	7,873.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ FLETCHER TILTON PC Telephone no ▶ (508) 459-8000 Located at ▶ 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA ZIP+4 ▶ 01608			
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-221) If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 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 2014)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2014?	4b	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

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

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
FRANCES A HARRINGTON, JR 786 HEMENWAY STREET, Marlboro, MA 01752	TRUSTEE 1	14,000.	-0-	-0-
JAMES H HARRINGTON 40 PROSPECT LANE, PORTSMOUTH, RI 02871	TRUSTEE 1	14,000	-0-	-0-
PHYLLIS HARRINGTON 4 RUTLAND CIRCLE, WORCESTER, MA 01609	TRUSTEE 1	14,000.	-0-	-0-
SUMNER B TILTON, JR 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608	TRUSTEE 1	-0-	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FLETCHER TILTON PC WORCESTER, MA 01608	TRUST & ACCOUNTING	120,000.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE

Total. Add lines 1 through 3

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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	9,959,801.
b	Average of monthly cash balances	1b	732,973.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,692,774.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,692,774.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	160,392.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,532,382.
6	Minimum investment return. Enter 5% of line 5	6	526,619.

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	526,619.
2a	Tax on investment income for 2014 from Part VI, line 5 2a		760.
b	Income tax for 2014. (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	760.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	525,859.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	525,859.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	525,859.

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	481,021.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	481,021.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	481,021.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				525,859.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	96,123.			
b From 2010	NONE			
c From 2011	871,793.			
d From 2012	895,937.			
e From 2013	928,763.			
f Total of lines 3a through e	2,792,616.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 481,021.				
a Applied to 2013, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				481,021.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	44,838.			44,838.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,747,778.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	51,285.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	2,696,493.			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	871,793.			
c Excess from 2012	895,937.			
d Excess from 2013	928,763.			
e Excess from 2014				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	VARIOUS	459,698.
Total			3a	459,698.
b Approved for future payment				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	VARIOUS	460,000.
Total			3b	460,000.

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	8,695.		
4 Dividends and interest from securities			14	176,456.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	1,626.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b <u>K-1 ALTERNATIVE IN</u>	523000	140,429.				
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		140,429.		186,777.		
13 Total. Add line 12, columns (b), (d), and (e)						

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

Line No.	▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

ROBERT THOMPSON

Preparer's signature

Date

10/27/2015

Check ☐ if self-employed

PTIN	
------	--

P01236382

Firm's name ► FLETCHER TILTON, PC

Firm's EIN	▶ 04-2628601
------------	--------------

Firm's address ► 370 MAIN STREET, 12TH FLOOR
WORCESTER, MA

01608

Phone no 508-459-8000

Harrington Foundation

Grants Paid - 2014

12/10/2014

Payee Organization Project Title	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number
<u>Harrington Foundation, Francis A. & Jacquelyn H.</u>				
American Antiquarian Society <i>Usual annual</i>	7314513	12/10/2014	\$1,000.00	24614
Barton Center for Diabetes Education, Inc. <i>New pond deck</i>	7314299	12/10/2014	\$5,000.00	24619
Boothbay Railway Village Museum <i>Usual Annual</i>	7314587	12/10/2014	\$5,000.00	24615
Bottom Line (The) <i>College Access Program support</i>	7314536	12/10/2014	\$5,000.00	24620
Boys and Girls Club of Worcester <i>Summer Programs support (25% of net distributable income)</i>	7314821	12/10/2014	\$102,066.00	24621
City of Worcester <i>Worcester Public Library - Librarian's Trust Fund</i>	7314832	12/10/2014	\$5,000.00	24617
Clark University <i>Main South Initiatives (25% of net distributable income)</i>	7314822	12/10/2014	\$2,066.00	24623
Clark University <i>New building - Main Street</i>	7313782	12/10/2014	\$100,000.00	24622
Community Harvest Project, Inc. <i>Tractor purchase</i>	7314519	12/10/2014	\$5,000.00	24624
Hanover Theatre for the Performing Arts <i>Support for 515 Main Street</i>	7314646	12/10/2014	\$20,000.00	24625
Hobart and William Smith Colleges <i>Francis A & Jacquelyn H. Harrington Scholarship Fund</i>	7314538	12/10/2014	\$20,000.00	24626
Literacy Volunteers of Greater Worcester <i>New technology and office equipment</i>	7314224	12/10/2014	\$2,500.00	24627
Main South Community Development Corporation <i>Core operations support</i>	7314518	12/10/2014	\$5,000.00	24628
Massachusetts College of Pharmacy and Health Sciences <i>Capital Improvements - 10 Lincoln Square</i>	7313836	12/10/2014	\$25,000.00	24629
Mohegan Council, Inc., Boy Scouts of America <i>Treasure Valley Scout Reservation improvements</i>	7314534	12/10/2014	\$5,000.00	24630

Music Worcester, Inc. <i>Usual annual</i>	7314441	12/10/2014	\$2,000.00	24616
New Garden Park Inc <i>WBDC - 20 Franklin St revitalization</i>	7314517	12/10/2014	\$10,000.00	24631
Quinsigamond Community College Foundation <i>Scholarship Aid (25% of distributable income)</i>	7314820	12/10/2014	\$102,066.00	24632
Rachel's Table <i>Milk Fund</i>	7314446	12/10/2014	\$5,000.00	24633
WICN <i>Live Jazz support, equipment upgrades, & content redistribution</i>	7314516	12/10/2014	\$5,000.00	24640
Worcester Area Business Foundation Inc. <i>Worcester Chamber of Commerce</i>	7314101	12/10/2014	\$10,000.00	24641
Worcester Art Museum <i>Integration of Higgins collection</i>	7314222	12/10/2014	\$10,000.00	24642
Worcester Regional Research Bureau, Inc. <i>Usual annual</i>	7314396	12/10/2014	\$3,000.00	24618
YMCA of Central Massachusetts <i>150th Anniversary Capital Campaign</i>	7314456	12/10/2014	\$5,000.00	24643

<i>Total Harrington Foundation, Francis A. & Jacquelyn H.</i>	<u>\$459,698.00</u>
<i>(24 items)</i>	

Grand Total	<u>\$459,698.00</u>
<i>(24 items)</i>	

Francis A. and Jacquelyn H. Harrington Foundation

Pledges Approved for Future Payment

9/30/2015

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount
Clark University			
<i>New building - Main Street</i>	7313782	11/1/2015	\$100,000.00
\$500,000.00	7313782	11/1/2016	\$100,000.00
	7313782	11/1/2017	\$100,000.00
<i>Pledge of \$100,000 for 5 years on December 2014, 2015, 2016, 2017, and 2018; and the first \$100,000 paid from the allocated 25% of annual distributable net income</i>			
	<i>Total Clark University</i>		\$300,000.00
	(3 items)		
Hanover Theatre for the Performing Arts			
<i>Support for 515 Main Street</i>	7314646	11/5/2015	\$20,000.00
\$60,000.00	7314646	11/5/2016	\$20,000.00
	<i>Total Hanover Theatre for the Performing Arts</i>		\$40,000.00
	(2 items)		
Hobart and William Smith Colleges			
<i>Francis A & Jacquelyn H Harrington Scholarship Fund</i>	7314538	11/5/2015	\$20,000.00
\$60,000.00	7314538	11/5/2016	\$20,000.00
	<i>Total Hobart and William Smith Colleges</i>		\$40,000.00
	(2 items)		
New Garden Park Inc			
<i>WBDC - 20 Franklin St. revitalization</i>	7314517	11/5/2015	\$10,000.00
\$30,000.00	7314517	11/5/2016	\$10,000.00
	<i>Total New Garden Park Inc</i>		\$20,000.00
	(2 items)		
WICN			
<i>Live Jazz support, equipment upgrades, & content redistribution</i>	7314516	11/5/2015	\$5,000.00
\$10,000.00			

Worcester Art Museum

Integration of Higgins collection
\$50,000.00

7314222	11/5/2015	\$10,000.00
7314222	11/5/2016	\$10,000.00
7314222	11/5/2017	\$10,000.00
7314222	11/5/2018	\$10,000.00

<i>Total Worcester Art Museum</i>		\$40,000.00
(4 items)		

YMCA of Central Massachusetts

150th Anniversary Capital Campaign
\$20,000.00

7314456	11/5/2015	\$5,000.00
7314456	11/5/2016	\$5,000.00
7314456	11/5/2017	\$5,000.00

<i>Total YMCA of Central Massachusetts</i>		\$15,000.00
(3 items)		

Grand Total		\$460,000.00
(17 items)		

Boys and Girls Club of Worcester

*Pledge of 25% of annual distributable
net income for five (5) years on December 15th
of 2014, 2015, 2016, 2017 & 2018
(see Footnote - Tab 1)*

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BELLSOUTH CORP 09/13/2004 5.2% 09/15/201	8,621.	8,621.
FEDERATED MONEY MKT OBLIGS TR TAX FREE O	74.	
	-----	-----
TOTAL	8,695.	8,621.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMERICAN EXPRESS CO COM	2,655.	2,655.
APPLE COMPUTER INC COM	3,101.	3,101.
AUTOMATIC DATA PROCESSING INC COM	9,984.	9,984.
BOEING CO COM	4,672.	4,672.
BRISTOL MYERS SQUIBB CO COM	1,440.	1,440.
CDK GLOBAL INC	208.	208.
COCA COLA CO COM	9,760.	9,760.
DEERE & CO	3,774.	3,774.
EXXON MOBIL CORP	13,500.	13,500.
GENERAL ELECTRIC CO	11,880.	11,880.
IBM CORP CAP	7,650.	7,650.
ISHARES S&P MIDCAP 400 GROWTH ETF	9,605.	9,605.
JP MORGAN CHASE & CO	3,432.	3,432.
JOHNSON & JOHNSON COM	15,456.	15,456.
KRAFT FOODS GROUP INC	5,878.	5,878.
MCDONALDS CORP	14,760.	14,760.
MONDELEZ INTL INC COM	4,731.	4,731.
FEDERATED MONEY MKT OBLIGS TR TAX FREE O	3.	3.
OCCIDENTAL PETE CORP COM	6,720.	6,720.
PHILIP MORRIS INTL INC	22,920.	22,920.
PROCTER & GAMBLE CO COM	12,662.	12,662.
SCHLUMBERGER LTD COM	5,445.	5,445.
3M CO	3,420.	3,420.
WELLS FARGO & CO	2,800.	2,800.
	-----	-----
TOTAL	176,456.	176,456.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
K-1 ALTERNATIVE INVESTMENT PARTNERS ABSO	140,429.
TOTALS	----- 140,429. =====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN & MANAGEMENT FEES (A)	127,694.	127,694.		
TOTALS	127,694.	127,694.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	13,722.
FEDERAL ESTIMATES - PRINCIPAL	29,160.

TOTALS	42,882.
	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
K-1 ALTERNATIVE INVESTMENT PA	7,073.	198.
MICROEDGE FND SOFTWARE	198.	125.
COMMONWEALTH OF MASS FILING FE	125.	
TOTALS	----- 7,396. =====	----- 323. =====

F.A. & J. H. HARRINGTON FOUNDATION

04-6125088

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FTW&CO CORPORATE STOCKS	3,059,149.	3,257,426.	7,734,802.
FTW&CO EQUITY FUNDS	303,934.	303,934.	1,053,822.
	-----	-----	-----
TOTALS	3,363,083.	3,561,360.	8,788,624.
	=====	=====	=====

=====

RECIPIENT NAME:

SUMNER B. TILTON, JR.

ADDRESS:

370 MAIN STREET, 12TH FLOOR

WORCESTER, MA 01608

FORM, INFORMATION AND MATERIALS:

SHOULD BE IN LETTER FORM AND SHOULD INCLUDE THE GOALS &
OBJECTIVES OF THE REQUEST TOGETHER WITH A PLAN FOR ACCOMPLISHING
THE SAME. INCLUDE A PROJECT BUDGET & EVIDENCE OF 501(C)(3) TAX STATUS.

SUBMISSION DEADLINES:

ALL REQUESTS SHOULD BE MAILED PRIOR TO JUNE 1ST.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FOUNDATION PROVIDES GRANTS TO HEALTH, EDUCATIONAL AND CULTURAL
ORGANIZATIONS THAT ARE EXEMPT UNDER SECTION 501(C)(3) OF THE IRS & ARE
BASED IN THE WORCESTER AREA. IT DOES NOT MAKE HUMAN SERVICE GRANTS.