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*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: Hank and Lynn Hopeman Foundation, Inc

Number and street (or P O box number if mail is not delivered to street address): PO Box 2626

Room/suite:

City or town: New London | State: NH | ZIP code: 03257

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number: 26-1834362

B Telephone number (see instructions): 603-763-3234

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 19,738,466

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))*

	Line	Description	(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				
	4	Dividends and interest from securities	494,659	494,659		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	921,891			
	b	Gross sales price for all assets on line 6a 3,775,163				
	7	Capital gain net income (from Part IV, line 2)		921,891		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,416,550	1,416,550	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,000			2,000
	b	Accounting fees (attach schedule)	5,152			5,152
	c	Other professional fees (attach schedule)	68,159	68,159		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	39,746	39,746		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	100			100
	24	**Total operating and administrative expenses.** Add lines 13 through 23	115,157	107,905	0	7,252
	25	Contributions, gifts, grants paid	922,600			922,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,037,757	107,905	0	929,852
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	378,793			
	b	**Net investment income** (if negative, enter -0-)		1,308,645		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	9,009	7,487	7,488
	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 (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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ See Attached Statement)	20,401,206	19,730,978	19,730,978
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	20,410,215	19,738,465	19,738,466
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	0	
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	20,410,215	19,738,466	
	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 instructions)	20,410,215	19,738,466	
	31 **Total liabilities and net assets/fund balances** (see instructions)	20,410,215	19,738,466	

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	20,410,215
2	Enter amount from Part I, line 27a	2	378,793
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,789,008
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	1,050,542
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,738,466

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	Capital Gains Distributions	P	Various	Various
b	See Attached Schedule	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b	3,007,368		2,853,272	154,096
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				154,096
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	921,891
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,001,806	19,283,219	0 051952
2012	885,709	18,185,069	0 048705
2011	998,572	18,710,388	0 053370
2010	780,523	17,600,712	0 044346
2009	920,147	14,669,463	0 062725

2	**Total** of line 1, column (d)	2	0 261098
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 052220
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	20,070,112
5	Multiply line 4 by line 3	5	1,048,061
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,086
7	Add lines 5 and 6	7	1,061,147
8	Enter qualifying distributions from Part XII, line 4	8	929,852

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	26,173	
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	26,173	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	26,173	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 7,200			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments Add lines 6a through 6d	7	7,200	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	18,973	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ | **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ Henry Hopeman Telephone no ▶ (603) 763-3234
Located at ▶ PO Box 2626 New London NH ZIP+4 ▶ 03257

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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? ☐ 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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ▶ 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	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 ▶ 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? ☐ 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	N/A	
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

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)? **5b** N/A

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** No: 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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Henry W Hopeman PO Box 2626 New London, NH 03257	President/Treas 2 00			
Lynn G Hopeman PO Box 2626 New London, NH 03257	Vice President/Secr 2.00			

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
Hirtle Callaghan & Co Five Tower Bridge, Suite 500, W Conshohocken, PA 19428-2998	Investment advisory services	68,159
Total number of others receiving over $50,000 for professional services ▶		

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** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	20,350,775
b	Average of monthly cash balances	1b	24,973
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,375,748
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	
3	Subtract line 2 from line 1d	3	20,375,748
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	305,636
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,070,112
6	**Minimum investment return.** Enter 5% of line 5	6	1,003,506

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	1,003,506
2a	Tax on investment income for 2014 from Part VI, line 5	2a	26,173		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	26,173
3	Distributable amount before adjustments Subtract line 2c from line 1			3	977,333
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	977,333
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	977,333

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	929,852
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	
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	929,852
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	929,852

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					977,333
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only				0	
b	Total for prior years. 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2014.					
a	From 2009	60,983				
b	From 2010					
c	From 2011	75,127				
d	From 2012					
e	From 2013	52,011				
f	**Total** of lines 3a through e		188,121			
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 929,852					
a	Applied to 2013, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2014 distributable amount					929,852
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		47,481			47,481
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		140,640			
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					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
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)					
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		13,502			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		127,138			
10	Analysis of line 9					
a	Excess from 2010					
b	Excess from 2011	75,127				
c	Excess from 2012					
d	Excess from 2013	52,011				
e	Excess from 2014					

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

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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
CASE WESTERN RESERVE UNIVERSITY 10900 University Circle Cleveland, OH 44106		PC	Education	1,400
GROVE CITY COLLEGE 100 Campus Drive Grove City, PA 16127		PC	Annual Support & Scholarship	98,000
JAMES MADISON UNIVERSITY FOUNDATION INC 1320 South Main Street MSC 8501 Harrisonburg, VA 22807		PC	Annual Support	1,400
KEARSARGE COMMUNITY PRESBYTERIAN CHURC 82 King Hill Road New London, NH 03257		PC	Annual Support	15,400
LAKE SUNAPEE PROTECTIVE ASSOCIATION PO Box 683 Sunapee, NH 03782		PC	Land and Lake Conservation	10,000
NH CATHOLIC CHARITIES 215 Myrtle Street Manchester, NH 03104		PC	Food Bank	100,000
TAFT SCHOOL CORPORATION 110 Woodbury Road Watertown, CT 06795		PC	Annual Support	1,400
TOWN OF SUNAPEE, NH 23 Edgemont Road Sunapee, NH 03782-4925		NC	Town Firework Celebration	5,000
TRUSTEES OF DARTMOUTH COLLEGE 37 Dewey Field Road, Suite 6015 Hanover, NH 03755		PC	Pilot Awards & Bioinformatics	395,000
WAKE FOREST UNIVERSITY HEALTH SCIENCES Medical Center Blvd Winston Salem, NC 27157		PC	Annual Support	295,000
Total			▶ **3a**	922,600
b *Approved for future payment*				
TRUSTEES OF DARTMOUTH COLLEGE 37 Dewey Field Road, Suite 6015 Hanover, NH 03755		PC	Bioinformatics	195,000
Total			▶ **3b**	195,000

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities			14	494,659	
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	921,891	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Income tax refund					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,416,550	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . 13 1,416,550

(See worksheet in line 13 instructions to verify calculations)

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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

▶ Henry W. Hopeman | 5/12/15 ▶ President

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Eric Rowley		5/5/2015		P00581700
Firm's name ▶ ROWLEY AND ASSOCIATES, PC			Firm's EIN ▶	02-0522619
Firm's address ▶ 6A HILLS AVE, CONCORD, NH 03301			Phone no	(603)228-5400

Part I, Line 16a (990-PF) - Legal Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,000	0	0	2,000
1	Harter Secrest & Emery LLP	2,000			2,000

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		5,152	0	0	5,152
1	Rowley & Associates, PC	5,152			5,152

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		68,159	68,159	0	0
1	Hirtle, Callaghan & Co Investment Fees	68,159	68,159		

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		39,746	39,746	0	0
1	Foreign tax on investment income	27,076	27,076		
2	Tax on investment income	12,670	12,670		

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		100	0	0	100
1	Bank fees	100			100

Part II, Line 15 (990-PF) - Other Assets

		20,401,206	19,730,978	19,730,978
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	HC Cash & Equivalents	534,893	883,752	883,752
2	US Fixed Income, Core	1,521,094	1,606,611	1,606,611
3	US Fixed Income, High Yield	1,319,243		
4	Treasury Inflation Protected Securities	1,211,241		
5	US Equity, Large Growth	562,117		
6	Absolute Return Strategies	2,780,210		
7	US Equity, Large Value	1,913,343		
8	US Equity, Small Capitalization	341,762		
9	Non-US Equity, Developed	5,080,601	4,427,320	4,427,320
10	Non-US Equity, Emerging	1,921,415	1,890,565	1,890,565
11	Total Return Stategies	1,410,214		
12	Real Estate Strategies	251,265	325,667	325,667
13	Commodities	1,553,808	1,313,010	1,313,010
14	US Large Cap Growth		2,996,905	2,996,905
15	US Large Cap Value		2,147,619	2,147,619
16	US Small Cap		56,073	56,073
17	Hedge Funds - Equity		1,454,779	1,454,779
18	Opportunistic Fixed Income		965,511	965,511
19	TIPS		1,094,411	1,094,411
20	Hedge Funds - Fixed Income		568,755	568,755

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	767,795
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	3,775,163	2,853,272	921,891
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	See Attached Schedule				Various	P	Various	3,007,368	2,853,272					154,096

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	Henry W. Hopeman		PO Box 2626	New London	NH	03257		President/Treas.	2 00			
2	Lynn G Hopeman		PO Box 2626	New London	NH	03257		Vice President/Secretary	2 00			

Hank and Lynn Hopeman Foundation, Inc 26-1834362
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Date of Sale	Acquisition Date	Decription	GROSS PROCEEDS	COST BASIS	GAIN/LOSS
6/5/14	09/13/13	HC Capital Trust Fixed Income	19,484	18,577	907
6/5/14	12/30/13	HC Capital Trust Fixed Income	23,402	22,433	969
6/5/14	07/02/13	HC Capital Trust Fixed Income	104,178	100,000	4,178
6/5/14	06/14/13	HC Capital Trust Fixed Income	16,438	15,949	489
6/5/14	12/13/13	HC Capital Trust Fixed Income	22,620	22,034	586
6/5/14	03/14/14	HC Capital Trust Fixed Income	14,065	13,719	346
6/19/14	05/01/14	HC Capital Trust the Inflation Protect	1,777	1,760	17
6/19/14	04/11/14	HC Capital Trust the Inflation Protect	142,272	140,459	1,813
6/19/14	06/02/14	HC Capital Trust the Inflation Protect	5,951	5,963	(12)
6/19/14	03/14/14	HC Capital Trust Small Cap Equity	174	170	4
6/19/14	06/13/14	HC Capital Trust Small Cap Equity	156	154	2
6/19/14	12/30/13	HC Capital Trust Small Cap Equity	457	435	22
9/26/14	09/12/14	HC Capital Trust Small Cap Equity	17	17	-
6/19/14	12/13/13	HC Capital Trust International Equity	14,144	13,219	925
6/19/14	06/13/14	HC Capital Trust International Equity	122,979	121,714	1,265
6/19/14	12/30/13	HC Capital Trust International Equity	47,105	45,409	1,696
9/26/14	06/13/14	HC Capital Trust Growth Portfolio	8,650	8,352	298
9/26/14	03/14/14	HC Capital Trust Growth Portfolio	5,250	5,026	224
9/26/14	09/12/14	HC Capital Trust Growth Portfolio	6,051	6,097	(46)
9/26/14	12/30/13	HC Capital Trust Growth Portfolio	9,548	8,999	549
12/23/14	12/26/13	SSGA FDS Emerging Mkts Fd	2,912	2,912	-
12/23/14	07/08/14	SSGA FDS Emerging Mkts Fd	1,485	1,485	-
12/23/14	12/26/13	SSGA FDS Emerging Mkts Fd	1,976	1,976	-
4/11/14	06/28/13	Vanguard Fixed Income Secs Fd	1,328	1,326	2
4/11/14	09/13/13	Vanguard Fixed Income Secs Fd	304,412	300,000	4,412
4/11/14	09/27/13	Vanguard Fixed Income Secs Fd	7,729	7,735	(6)
4/11/14	03/31/14	Vanguard Fixed Income Secs Fd	768	761	7
4/11/14	12/27/13	Vanguard Fixed Income Secs Fd	10,573	10,279	294
4/11/14	09/27/13	Vanguard Fixed Income Secs Fd	149,886	150,000	(114)
6/5/14	05/09/13	HC Capital Trust Fixed Income	64,059	65,219	(1,160)
6/5/14	11/15/10	HC Capital Trust Fixed Income	7,417	7,043	374
6/5/14	05/03/13	HC Capital Trust Fixed Income	96,077	97,327	(1,250)
6/5/14	03/14/13	HC Capital Trust Fixed Income	11,721	11,554	167
6/5/14	12/28/12	HC Capital Trust Fixed Income	20,540	20,035	505
6/19/14	03/07/08	HC Capital Trust Small Cap Equity	199,213	112,169	87,044
9/26/14	02/20/09	HC Capital Trust Small Cap Equity	87,425	31,236	56,189
9/26/14	03/07/08	HC Capital Trust Small Cap Equity	11,404	6,644	4,760
9/26/14	09/14/10	HC Capital Trust Small Cap Equity	499	269	230
9/26/14	09/14/11	HC Capital Trust Small Cap Equity	654	379	275
6/19/14	06/13/05	HC Capital Trust International Equity	3,694	2,801	893
6/19/14	12/06/04	HC Capital Trust International Equity	12,078	9,229	2,849
10/30/14	11/16/04	HC Capital Trust International Equity	24,696	20,000	4,696
10/30/14	12/09/04	HC Capital Trust International Equity	184,131	150,000	34,131
10/30/14	06/13/05	HC Capital Trust International Equity	13,859	11,378	2,481
10/30/14	08/05/11	HC Capital Trust International Equity	27,315	21,404	5,911
9/26/14	04/26/04	HC Capital Trust Growth Portfolio	70,500	34,727	35,773
12/23/14	10/30/13	SSGA FDS Emerging Mkts Fd	26,734	26,734	-
12/23/14	10/30/13	SSGA FDS Emerging Mkts Fd	5,319	5,319	-
12/23/14	02/20/09	SSGA FDS Emerging Mkts Fd	62,189	60,000	2,189
12/23/14	01/29/09	SSGA FDS Emerging Mkts Fd	49,204	50,000	(796)
12/23/14	10/17/08	SSGA FDS Emerging Mkts Fd	48,896	54,618	(5,722)

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Date of Sale	Acquisition Date	Decription	GROSS PROCEEDS	COST BASIS	GAIN/LOSS
12/23/14	08/26/04	SSGA FDS Emerging Mkts Fd	41,673	50,000	(8,327)
12/23/14	08/06/04	SSGA FDS Emerging Mkts Fd	30,680	35,000	(4,320)
12/23/14	07/13/04	SSGA FDS Emerging Mkts Fd	21,275	25,000	(3,725)
12/23/14	05/04/04	SSGA FDS Emerging Mkts Fd	9,245	11,250	(2,005)
12/23/14	06/17/04	SSGA FDS Emerging Mkts Fd	22,340	25,465	(3,125)
12/23/14	6//29/04	SSGA FDS Emerging Mkts Fd	43,863	51,000	(7,137)
4/3/14	03/28/13	Vanguard Fixed Income Secs Fd	375	411	(36)
4/3/14	09/28/12	Vanguard Fixed Income Secs Fd	3,328	3,755	(427)
4/3/14	06/29/12	Vanguard Fixed Income Secs Fd	1,685	1,873	(188)
4/3/14	12/20/12	Vanguard Fixed Income Secs Fd	1,322	1,457	(135)
4/3/14	11/18/11	Vanguard Fixed Income Secs Fd	254,166	275,379	(21,213)
4/3/14	02/28/12	Vanguard Fixed Income Secs Fd	333,788	365,000	(31,212)
4/3/14	03/28/13	Vanguard Fixed Income Secs Fd	2,225	2,438	(213)
4/3/14	03/28/13	Vanguard Fixed Income Secs Fd	161	176	(15)
4/3/14	12/20/12	Vanguard Fixed Income Secs Fd	12,234	13,486	(1,252)
4/3/14	12/20/12	Vanguard Fixed Income Secs Fd	7,179	7,915	(736)
4/11/14	03/30/12	Vanguard Fixed Income Secs Fd	2,044	2,179	(135)
4/11/14	11/18/11	Vanguard Fixed Income Secs Fd	139,910	149,621	(9,711)
4/11/14	12/28/11	Vanguard Fixed Income Secs Fd	5,963	6,290	(327)
4/11/14	12/28/11	Vanguard Fixed Income Secs Fd	501	532	(31)
		TOTAL	3,007,368	2,853,272	154,096