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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation
HAMPSHIRE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
C/O BESSEMER TRUST, 630 FIFTH AVENUE

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10111

A Employer identification number
45-4291634

B Telephone number
516-508-9623

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)
\$ 24,578,704.

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,999,938.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	625,918.	617,828.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	276,349.			
b	Gross sales price for all assets on line 6a	4,007,788.			
7	Capital gain net income (from Part IV, line 2)		276,349.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<60,698.>	483.		STATEMENT 2
12	Total. Add lines 1 through 11	2,841,507.	894,660.		
13	Compensation of officers, directors, trustees, etc	218,182.	0.		165,000.
14	Other employee salaries and wages	46,554.	0.		46,554.
15	Pension plans, employee benefits	27,702.	0.		27,702.
16a	Legal fees STMT 3	187.	0.		187.
b	Accounting fees STMT 4	6,513.	0.		6,513.
c	Other professional fees STMT 5	55,526.	47,581.		7,855.
17	Interest				
18	Taxes STMT 6	23,958.	15,958.		0.
19	Depreciation and depletion				
20	Occupancy	19,925.	0.		19,925.
21	Travel, conferences, and meetings	25,905.	0.		25,905.
22	Printing and publications				
23	Other expenses STMT 7	328,956.	0.		328,956.
24	Total operating and administrative expenses. Add lines 13 through 23	753,408.	63,539.		628,597.
25	Contributions, gifts, grants paid	997,626.			997,626.
26	Total expenses and disbursements. Add lines 24 and 25	1,751,034.	63,539.		1,626,223.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,090,473.			
b	Net investment income (if negative, enter -0-)		831,121.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	3,246,631.	3,911,975.	3,911,975.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ 450.				
	Less: allowance for doubtful accounts ▶		450.	450.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	Assets	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 10		14,259,487.	13,201,666.	17,222,658.	
14 Land, buildings, and equipment; basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 11)		1,975,694.	3,450,817.	3,443,621.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		19,481,812.	20,564,908.	24,578,704.	
Liabilities		17 Accounts payable and accrued expenses			
		18 Grants payable			
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	19,481,812.	20,564,908.		
30 Total net assets or fund balances	19,481,812.	20,564,908.			
31 Total liabilities and net assets/fund balances	19,481,812.	20,564,908.			

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	19,481,812.
2 Enter amount from Part I, line 27a	2	1,090,473.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,572,285.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	7,377.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,564,908.

Form 990-PF (2014)

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,007,788.		3,730,529.	276,349.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			276,349.

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	276,349.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	2,239,170.	23,124,551.	.096831
2012	1,539,647.	23,538,138.	.065411
2011	1,080,788.	17,576,265.	.061491
2010	2,004,816.	17,606,519.	.113868
2009	657,420.	14,981,207.	.043883

2 Total of line 1, column (d)	2	.381484
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	.076297
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	25,312,213.
5 Multiply line 4 by line 3	5	1,931,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,311.
7 Add lines 5 and 6	7	1,939,557.
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	1,884,236.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	16,622.
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	16,622.
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	16,622.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,698.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,698.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,924.	
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **HAMPSHIREFOUNDATION.ORG**

14 The books are in care of ► **BESSEMER TRUST** Telephone no. ► **516-508-9623**
 Located at ► **630 FIFTH AVENUE, NEW YORK, NY** ZIP+4 ► **10111**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 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	Yes	No
		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X

Form 990-PF (2014)

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?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SABINA C. SHELBY 151 NEW PARK AVENUE, SUITE 7 HARTFORD, CT 06106	DIRECTOR, PRESIDENT 40.00	65,000.	0.	0.
NICHOLAS COURNOYER 151 NEW PARK AVENUE, SUITE 7 HARTFORD, CT 06106	DIRECTOR, TREASURER 4.00	0.	0.	0.
SABINA G. COURNOYER 151 NEW PARK AVENUE, SUITE 7 HARTFORD, CT 06106	DIRECTOR, CHAIR OF THE BOA 4.00	0.	0.	0.
LINDA FITZGERALD 151 NEW PARK AVENUE, SUITE 7 HARTFORD, CT 06106	SECRETARY, EXECUTIVE DIREC 40.00	153,182.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2014)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 SEE STATEMENT 12	90,000.
2 LUMNI FONDO TALENTO: A SOCIAL BUSINESS THAT USES INVESTMENT CAPITAL TO COVER THE COST OF EDUCATION FOR TALENTED STUDENTS WITH INVESTMENTS REPAID DURING THE STUDENT'S CAREER.	109,714.
All other program-related investments. See instructions.	
3 EDPYME SOLIDARIDAD: GUARANTEE FUND FOR LOANS TO FARMERS RECEIVING TECHNICAL ASSISTANCE FROM CARITAS DEL PERU.	58,299.
Total. Add lines 1 through 3	258,013.

Form 990-PF (2014)

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	19,384,502.
b	Average of monthly cash balances	1b	3,714,683.
c	Fair market value of all other assets	1c	2,598,493.
d	Total (add lines 1a, b, and c)	1d	25,697,678.
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	25,697,678.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	385,465.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,312,213.
6	Minimum investment return. Enter 5% of line 5	6	1,265,611.

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	1,265,611.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,622.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,622.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,248,989.
4	Recoveries of amounts treated as qualifying distributions	4	8,090.
5	Add lines 3 and 4	5	1,257,079.
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	1,257,079.

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	1,626,223.
b	Program-related investments - total from Part IX-B	1b	258,013.
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	1,884,236.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,884,236.

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.

Form 990-PF (2014)

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				1,257,079.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013	672,068.			
f Total of lines 3a through e	672,068.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,884,236.				
a Applied to 2013, 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 2014 distributable amount				1,257,079.
e Remaining amount distributed out of corpus	627,157.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,299,225.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,299,225.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	672,068.			
e Excess from 2014	627,157.			

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

N/A

- 1 a** 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(1)(3) or

4942(i)(5)

- 2 a** 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:

- (1) Value of all assets

- (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(i)(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).)

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 or e-mail address of the person to whom applications should be addressed:

N/A

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

N/A

- c Any submission deadlines:

N/A

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

N/A

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				
ASOCIACION PARA EL MANEJO, CONSERVACION Y GESTION DE ZONAS NATURALES VILLA RICA, PASCO, PERU	N/A	PUBLIC CHARITY	IMPROVING THE COMPETITIVENESS OF YANESHA COFFEE PRODUCERS IN PERU	22,033.
BLUE SPARROW, INC PILCOMAYO, HUANCAYO, JUNI, PERU	N/A	PUBLIC CHARITY	OPERATIONAL SUPPORT	7,000.
CARITAS DEL PERU CALLAO, LIMA, PERU	N/A	PUBLIC CHARITY	STRENGTHENING DAIRY CHAIN COMPETITIVENESS FOR PRODUCERS OF THE VILCA RIVER WATERSHED, HUANCAMELICA	85,555.
CENTRO ECUMENICO DE PROMOCION Y ACCION SOCIAL (CEDEPAS NORTE) SANTA INES, TRUJILLO, PERU	N/A	PUBLIC CHARITY	#1 GUINEA PIG AND QUINOA PRODUCTION IN LA LIBERTAD, PERU; #2 STRENGTHENING THE NORTE CHICO AGRARIAN	196,760.
CENTRO INTERNACIONAL DE AGRICULTURA TROPICAL CALI, COLOMBIA	N/A	PUBLIC CHARITY	OPERATIONAL SUPPORT	9,840.
Total	SEE CONTINUATION SHEET(S)			997,626.
b Approved for future payment				
NONE				
Total				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

HAMPSHIRE FOUNDATION, INC.

Employer identification number

45-4291634

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

HAMPSHIRE FOUNDATION, INC.

45-4291634

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE HADLEY TRUST C/O BESSEMER TRUST COMPANY CO, 630 FIFTH AVENUE NEW YORK, NY 10111	\$ 1,998,938.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

HAMPSHIRE FOUNDATION, INC.

45-4291634

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
HAMPSHIRE FOUNDATION, INC.	45-4291634

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

HAMPSHIRE FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
45-4291634 PAGE 1 OF 1**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
e	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
g	WESTBOURNE INVESTMENTS LP		VARIOUS	VARIOUS
h	WESTBOURNE INVESTMENTS LP		VARIOUS	VARIOUS
i	19,972.74 SHS OF MONTPELIER FUND	P	VARIOUS	10/17/14
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,197.		7,488.	<291.>
b 2,288,024.		2,305,364.	<17,340.>
c 906,288.		529,617.	376,671.
d 549,746.		553,914.	<4,168.>
e 728.		804.	<76.>
f 62,462.		34,182.	28,280.
g			<643.>
h			<267.>
i 193,343.		299,160.	<105,817.>
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<291.>
b			<17,340.>
c			376,671.
d			<4,168.>
e			<76.>
f			28,280.
g			<643.>
h			<267.>
i			<105,817.>
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	276,349.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COOPECAN PERU SAN BORJA, LIMA, PERU	N/A	PUBLIC CHARITY	STRENGTHENING PRODUCTIVE AND COMMERCIAL CAPACITIES OF ALPACA FARMERS IN CUSCO AND	131,530.
HELVETAS SWISS INTERCOOPERATION MIRAFLORES, LIMA, PERU	N/A	PUBLIC CHARITY	PROMOTING ACCESS TO TECHNOLOGY AND MARKETS FOR SMALL FLOWER PRODUCERS IN CUSCO, PERU	53,760.
OPEN CAPITAL ADVISORS LIMITED NAIROBI, KENYA	N/A	PUBLIC CHARITY	PACE INVESTMENT READINESS PROGRAM	40,050.
RAINFOREST ALLIANCE 233 BROADWAY, 28TH FLOOR NEW YORK, NY 10279	N/A	PUBLIC CHARITY	ENHANCED LIVELIHOODS THROUGH SUSTAINABLE COFFEE AND COCOA	132,995.
RAINFOREST FOUNDATION UK LONDON, UNITED KINGDOM	N/A	PUBLIC CHARITY	AUTONOMOUS AND SUSTAINABLE PRODUCTION OF CACAO AND COFFEE BY INDIGENOUS ASHANINKA OF	67,000.
ROOT CAPITAL, INC 955 MASSACHUSETTS AVE, 5TH FLOOR CAMBRIDGE, MA 02139	N/A	PUBLIC CHARITY	GROWING RURAL PROSPERITY THROUGH SUSTAINABLE AGRICULTURAL SUPPLY CHAINS IN PERU	76,000.
RUNA FOUNDATION QUITO, ECUADOR	N/A	PUBLIC CHARITY	PILOT STUDY FOR GUAYUSA PRODUCTION AND SUSTAINABLE DEVELOPMENT IN SAN MARTIN	10,000.
SUMMER OF SOLUTIONS 96 HENLEY WAY AVON, CT 06001	N/A	PUBLIC CHARITY	OPERATIONAL SUPPORT	2,500.
SUSTAINABLE HARVEST 721 NW 9TH AVENUE, SUITE 350 PORTLAND, OR	N/A	PUBLIC CHARITY	INCREASING INCOMES FOR COFFEE PRODUCERS IN SAN IGNACIO, CAJAMARCA	63,591.
TECHNOSERVE, INC 1120 19TH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	INCORPORATING FARMERS INTO THE SUPPLY CHAIN FOR ORGANIC COFFEE IN SAN MARTIN	25,000.
Total from continuation sheets				676,438.

45-4291634

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information

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

NAME OF RECIPIENT - CENTRO ECUMENICO DE PROMOCION Y ACCION SOCIAL
(CEDEPAS NORTE)

#1 GUINEA PIG AND QUINOA PRODUCTION IN LA LIBERTAD, PERU; #2
STRENGTHENING THE NORTE CHICO AGRARIAN COOPERATIVE THROUGH COMPETITIVE
SUSTAINABLE PRODUCTION OF YELLOW CORN

NAME OF RECIPIENT - COOPECAN PERU
STRENGTHENING PRODUCTIVE AND COMMERCIAL CAPACITIES OF ALPACA FARMERS IN
CUSCO AND
AYACUCHO, PERU

NAME OF RECIPIENT - RAINFOREST FOUNDATION UK
AUTONOMOUS AND SUSTAINABLE PRODUCTION OF CACAO AND COFFEE BY INDIGENOUS
ASHANINKA OF
THE ENE RIVER

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	582,616.	0.	582,616.	582,616.	
COOPECAN LOAN					
INTEREST	8,090.	0.	8,090.	0.	
WESTBOURNE					
INVESTMENTS LP	35,212.	0.	35,212.	35,212.	
TO PART I, LINE 4	625,918.	0.	625,918.	617,828.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SOCIAL FINANCE NY STATE WORKFORCE			
RE-ENTRY 2013 LLC	<59,247.>	0.	
FOREIGN CURRENCY	<1,934.>	0.	
WESTBOURNE INVESTMENTS LP	483.	483.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<60,698.>	483.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	187.	0.		187.
TO FM 990-PF, PG 1, LN 16A	187.	0.		187.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEE	2,513.	0.		2,513.
FINANCIAL SERVICE FEE	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	6,513.	0.		6,513.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEE	23,654.	15,709.		7,855.
WESTBOURNE INVESTMENTS LP	23,912.	23,912.		0.
ARISAIG GLOBAL EMERGING MARKETS	7,960.	7,960.		0.
TO FORM 990-PF, PG 1, LN 16C	55,526.	47,581.		7,855.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	15,958.	15,958.		0.
EXCISE TAX	8,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,958.	15,958.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	195,274.	0.		195,274.
FILING FEES	1,005.	0.		1,005.
INSURANCE	20,794.	0.		20,794.
MISCELLANEOUS	12,752.	0.		12,752.
POSTAGE	344.	0.		344.
WIRE FEES	1,855.	0.		1,855.
TECHNOLOGY	932.	0.		932.
MINTZ & HOKE CONSULTING	95,000.	0.		95,000.
CONNECTICUT COUNCIL FOR PHILANTHROPY MEMBERSHIP FEE	1,000.	0.		1,000.
TO FORM 990-PF, PG 1, LN 23	328,956.	0.		328,956.

FOOTNOTES

STATEMENT 8

AS PER IRC SECTION 469, THE PASSIVE ACTIVITY LOSS FROM THE
 SOCIAL FINANCE NY STATE WORKFORCE RE-ENTRY 2013 LLC
 IN THE AMOUNT OF \$ 59,247 CANNOT BE UTILIZED IN THE
 2014 TAX YEAR. THE LOSS WILL BE CARRIED FORWARD TO
 THE NEXT TAXABLE YEAR.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
ADJUSTMENT FOR TRANSFERS FROM OLD FOUNDATION TRUNCATION	7,375. 2.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,377.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	13,201,666.	17,222,658.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,201,666.	17,222,658.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SOCIAL FINANCE NY STATE WORKFORCE RE-ENTRY 2013 LLC	125,237.	65,990.	65,990.
WESTBOURNE INVESTMENTS LP	1,382,296.	1,365,774.	1,367,826.
MONTPELIER FUND LLC	299,161.	0.	0.
GRASSROOTS BUSINESS INVESTORS FUND I, L.P.	135,000.	225,000.	225,000.
FONDO TALENDO (LUMNI)	34,000.	143,714.	143,714.
ARISAIG GLOBAL EMERGING MARKETS	0.	1,592,040.	1,582,792.
EDPYME SOLIDARIDAD	0.	58,299.	58,299.
TO FORM 990-PF, PART II, LINE 15	1,975,694.	3,450,817.	3,443,621.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 12

DESCRIPTION

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

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

90,000.

Bessemer Trust

Account Details

Report dated December 31, 2014
Amortized tax cost
Trade date basis

Page 3 of 4

CUSIP/
ISIN/
SEDOL

Security no

Security name

THE HAMPSHIRE FOUNDATION, INC.

CASH AND SHORT TERM

CASH

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0.0%	\$0	\$0	
Total CASH					\$0		\$0	0.0%	\$0	\$0	

CASH EQUIVALENTS

999990	BESSEMER SWEEP PROGRAM		169,230 550	\$1 00	\$169,230	\$1 000	\$169,230	9 5%	\$0	\$16	0 01%
Total CASH EQUIVALENTS			1,614,248 940	\$1 00	\$1,614,248	\$1 000	\$1,614,248	90 5%	\$0	\$161	0 01%
Total CASH AND SHORT TERM					\$1,783,478		\$1,783,478	100.0%	\$0	\$177	0 01%
Total CASH AND SHORT TERM					\$1,783,478		\$1,783,478	100.0%	\$0	\$177	0 01%

FIXED INCOME

INTERNATIONAL BONDS

608778	LLOYDS TSB 7 5% 4/30/49FRN	539439AG4	1,710,000 000	\$75.34	\$1,288,391	\$101.750	\$1,739,925	100.0%	\$451,533	\$128,250	7 37%
Total INTERNATIONAL BONDS					\$1,288,391		\$1,739,925	100.0%	\$451,533	\$128,250	7 37%
Total FIXED INCOME					\$1,288,391		\$1,739,925	100.0%	\$451,533	\$128,250	7 37%

LARGE CAP - U.S.

INFORMATION TECHNOLOGY

711910	GOOGLE INC CL C	38259P706	564 000	\$581 07	\$327,726	\$526 399	\$296,889	5 4%	(\$30,837)	\$0	0 00%
836142	GOOGLE INC	38259P508	564 000	\$579 56	\$326,870	\$530 660	\$299,292	5 5%	(\$27,578)	\$0	0 00%
Total INFORMATION TECHNOLOGY					\$654,596		\$596,181	10.9%	(\$58,415)	\$0	0 00%

MISCELLANEOUS

875173	S&P 500 DEP RCPTS	78462F103	16,255,000	\$115 39	\$1,875,691	\$205,540	\$3,341,052	61 1%	\$1,465,360	\$62,337	1 87%
Total MISCELLANEOUS					\$1,875,691		\$3,341,052	61.1%	\$1,465,360	\$62,337	1 87%

EXTERNAL LARGE CAP FUNDS

700389	ISHARES MSCI ITALY	464286855	23,383 000	\$13 85	\$323,860	\$13 600	\$318,008	5 8%	(\$5,851)	\$7,973	2 51%
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Market prices are updated nightly and therefore will not reflect pricing changes made intraday
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Bessemer reporting systems that utilize finalized market prices

Report run on Mar 25, 2015 by ROSARIOT
Version 10 1 1 5

Bessemer Trust

Account Details

Report dated December 31, 2014
Amortized tax cost
Trade date basis

Page 4 of 4

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE HAMPSHIRE FOUNDATION, INC.											
LARGE CAP - U.S.											
EXTERNAL LARGE CAP FUNDS											
839366	HEALTH CARE SELECT SPDR	81369Y209	15,321 000	\$29 76	\$455,952	\$68 380	\$1,047,649	19 2%	\$591,697	\$14,110	1 35%
842940	ISHARES MSCI SPAIN IND FD	464286764	4,839 000	\$34 65	\$167,663	\$34 630	\$167,574	3 1%	(\$88)	\$7,902	4 72%
Total EXTERNAL LARGE CAP FUNDS					\$947,475		\$1,533,231	28.0%	\$585,758	\$29,985	1.96%
Total LARGE CAP - U.S.					\$3,477,762		\$5,470,464	100.0%	\$1,992,703	\$92,322	1.69%
NON U.S.											
EXTERNAL INTERNATIONAL FUNDS											
902542	VANGUARD MSCI EUROPE ETF	922042874	30,155 000	\$50 03	\$1,508,584	\$52 410	\$1,580,423	43 3%	\$71,839	\$73,005	4 62%
906107	ISHARES FTSE A50 CHINA ETF	HK2823028546/ B046M96	333,800 000	\$1 47	\$490,763	\$1 673	\$558,531	15 3%	\$67,768	\$10,748	1 92%
926792	ISHARES MSCI JAPAN INDX	464286848	51,162 000	\$9 95	\$509,306	\$11 240	\$575,060	15 8%	\$65,754	\$7,623	1 33%
927362	ISHARES MSCI HONG KONG ETF	464286871	18,141 000	\$11 52	\$208,984	\$20 540	\$372,616	10 2%	\$163,631	\$13,115	3 52%
975450	ISHRS MSCI EAFE IND FND	464287465	9,192 000	\$52 74	\$484,784	\$60 840	\$559,241	15.3%	\$74,457	\$20,783	3 72%
Total EXTERNAL INTERNATIONAL FUNDS					\$3,202,421		\$3,645,871	100.0%	\$443,449	\$125,274	3.44%
Total NON U.S.					\$3,202,421		\$3,645,871	100.0%	\$443,449	\$125,274	3.44%
SMALL & MID CAP											
EXTERNAL SMALL CAP FUNDS											
842917	ISHARES TR RUSSELL 2000	464287655	13,142 000	\$62 82	\$825,524	\$119 620	\$1,572,046	88 7%	\$746,521	\$19,857	1 26%
849007	ETF MARKET VECTORS	57060U100	10,886 000	\$54 93	\$597,964	\$18 380	\$200,084	11 3%	(\$397,880)	\$1,317	0.66%
Total EXTERNAL SMALL CAP FUNDS					\$1,423,488		\$1,772,130	100.0%	\$348,641	\$21,174	1.19%
Total SMALL & MID CAP					\$1,423,488		\$1,772,130	100.0%	\$348,641	\$21,174	1.19%
Total					\$11,175,540		\$14,411,868		\$3,236,326	\$367,197	2.55%

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Bessemer reporting systems that utilize finalized market prices

Report run on Mar 25, 2015 by ROSARIOT
Version 10 1 1 5

Bessemer Trust

Account Details

Page 3 of 4

Report dated December 31, 2014

Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE HAMPSHIRE FOUNDATION, INC.											
CASH AND SHORT TERM											
CASH											
999994	PRINCIPAL CASH		0 000	\$0.00	\$0	\$0 000	\$0	0.0%	\$0	\$0	
999995	INCOME CASH		0 000	\$0.00	\$0	\$0 000	\$0	0.0%	\$0	\$0	
999996	NET CASH		0 000	\$0.00	\$0	\$0 000	\$0	0.0%	\$0	\$0	
Total CASH					\$0		\$0	0.0%	\$0	\$0	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		51,996 220	\$1.00	\$51,996	\$1 000	\$51,996	7.8%	\$0	\$5	0.01%
			614,111.230	\$1.00	\$614,111	\$1 000	\$614,111	92.2%	\$0	\$61	0.01%
Total CASH EQUIVALENTS					\$666,107		\$666,107	100.0%	\$0	\$66	0.01%
Total CASH AND SHORT TERM					\$666,107		\$666,107	100.0%	\$0	\$66	0.01%
FIXED INCOME											
INTERNATIONAL BONDS											
608778	LLOYDS TSB 7.5% 4/30/49FRN	539439AG4	410,000.000	\$75.39	\$309,108	\$101 750	\$417,175	100.0%	\$108,066	\$30,750	7.37%
Total INTERNATIONAL BONDS					\$309,108		\$417,175	100.0%	\$108,066	\$30,750	7.37%
Total FIXED INCOME					\$309,108		\$417,175	100.0%	\$108,066	\$30,750	7.37%
LARGE CAP - U.S.											
INFORMATION TECHNOLOGY											
711910	GOOGLE INC CL C	38259P706	136 000	\$581.07	\$79,026	\$526 397	\$71,590	2.5%	(\$7,435)	\$0	0.00%
836142	GOOGLE INC	38259P508	136 000	\$579.55	\$78,819	\$530 654	\$72,169	2.5%	(\$6,650)	\$0	0.00%
Total INFORMATION TECHNOLOGY					\$157,845		\$143,759	5.0%	(\$14,085)	\$0	0.00%
MISCELLANEOUS											
875173	S&P 500 DEP RCPTS	78462F103	6,705.000	\$149.99	\$1,005,705	\$205,540	\$1,378,145	47.9%	\$372,440	\$25,713	1.87%
Total MISCELLANEOUS					\$1,005,705		\$1,378,145	47.9%	\$372,440	\$25,713	1.87%
EXTERNAL LARGE CAP FUNDS											
700389	ISHARES MSCI ITALY	464286855	5,617 000	\$13.85	\$77,796	\$13 600	\$76,391	2.7%	(\$1,405)	\$1,915	2.51%

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Report run on Mar 25, 2015 by ROSARIOT
Version 10 1 1 5

Bessemer Trust

Account Details

Report dated December 31, 2014
Amortized tax cost
Trade date basis

Page 4 of 4

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE HAMPSHIRE FOUNDATION, INC.											
LARGE CAP - U.S.											
EXTERNAL LARGE CAP FUNDS											
703962	VANGUARD TOT WORLD STK	922042742	8,000,000	\$63.14	\$505,080	\$60.120	\$480,960	16.7%	(\$24,120)	\$11,712	2.44%
839366	HEALTH CARE SELECT SPDR	81369Y209	3,679,000	\$29.76	\$109,487	\$68.380	\$251,570	8.7%	\$142,082	\$3,388	1.35%
842940	ISHARES MSCI SPAIN IND FD	464286764	1,161,000	\$34.65	\$40,226	\$34.630	\$40,205	1.4%	(\$21)	\$1,895	4.71%
870123	GUGGENHEIM S&P500 EQ WEI	78355W106	6,300,000	\$78.25	\$492,999	\$80.050	\$504,315	17.5%	\$11,315	\$7,333	1.45%
Total EXTERNAL LARGE CAP FUNDS					\$1,225,588		\$1,353,441	47.1%	\$127,851	\$26,243	1.94%
Total LARGE CAP - U.S.					\$2,389,138		\$2,875,345	100.0%	\$486,206	\$51,956	1.81%
NON U.S.											
EXTERNAL INTERNATIONAL FUNDS											
902542	VANGUARD MSCI EUROPE ETF	922042874	7,245,000	\$50.03	\$362,450	\$52.410	\$379,710	43.3%	\$17,259	\$17,540	4.62%
906107	ISHARES FTSE A50 CHINA ETF	HK2823028546/ B046M96	80,200,000	\$1.47	\$117,912	\$1.673	\$134,194	15.3%	\$16,282	\$2,582	1.92%
926792	ISHARES MSCI JAPAN INDX	464286848	12,293,000	\$9.95	\$122,374	\$11.240	\$138,173	15.8%	\$15,799	\$1,831	1.33%
927362	ISHARES MSCI HONG KONG ETF	464286871	4,359,000	\$11.52	\$50,215	\$20.540	\$89,533	10.2%	\$39,318	\$3,151	3.52%
975450	ISHRS MSCI EAFE IND FND	464287465	2,208,000	\$52.74	\$116,449	\$60.840	\$134,334	15.3%	\$17,885	\$4,992	3.72%
Total EXTERNAL INTERNATIONAL FUNDS					\$769,400		\$875,944	100.0%	\$106,543	\$30,096	3.44%
Total NON U.S.					\$769,400		\$875,944	100.0%	\$106,543	\$30,096	3.44%
SMALL & MID CAP											
EXTERNAL SMALL CAP FUNDS											
842917	ISHARES TR RUSSELL 2000	464287655	3,158,000	\$62.82	\$199,372	\$119.620	\$377,759	88.7%	\$179,387	\$4,771	1.26%
849007	ETF MARKET VECTORS	57060U100	2,614,000	\$54.93	\$143,586	\$18.380	\$48,045	11.3%	(\$95,540)	\$316	0.66%
Total EXTERNAL SMALL CAP FUNDS					\$341,958		\$425,804	100.0%	\$83,847	\$5,087	1.19%
Total SMALL & MID CAP					\$341,958		\$425,804	100.0%	\$83,847	\$5,087	1.19%
Total					\$4,475,711		\$5,260,375		\$784,662	\$117,955	2.24%

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Report run on Mar 25, 2015 by ROSARIOT
Version 10.1.1.5

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Asociación para el Manejo, Conservación y Gestión de Zonas Naturales (Amazonas) (the "Grantee").

1. Grantee name and address:

Asociación para el Manejo, Conservación y Gestión de Zonas Naturales (Amazonas)
Av. Puerto Berúdez 825
Villa Rica, Pasco
Peru

2. Grant date: October 29, 2012. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$76,520
4. Disbursed this tax year: \$22,033.04 total: \$21,520 grant plus \$513.04 for travel expenses for one technician to attend Let's Talk Roy Conference, hosted by Sustainable Harvest.
5. Purpose of Grant: Improving the Competitiveness of Yanesha Coffee Producers
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on March 26 and October 3, 2014 and January 5, 2015. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made. However, routine site visits were performed in May and November 2014.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to the Caritas del Peru (the "Grantee").

1. Grantee name and address:

Caritas del Peru
Calle Omicron 492
Internacional de la Industria y el Comercio
Carmen de la Legua
Callao, Lima
Peru

2. Grant date: August 27, 2013. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$418,000
4. Disbursed this tax year: \$85,000
5. Purpose of Grant: Strengthening dairy chain competitiveness for producers of the Vilca River watershed, Huancavelica
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on April 2 and October 1, 2014. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made. However, routine site visits were performed in April and November 2014.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Centro Ecu  nico de Promoci  n y Acci  n Social (CEDEPAS Norte) (the "Grantee").

1. Grantee name and address:

Centro Ecu  nico de Promoci  n y Acci  n Social (CEDEPAS Norte)
Los Corales 289
Urb. Santa Ines
Trujillo
Peru

2. Grant date: September 4, 2012. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$442,950
4. Disbursed this tax year: \$143,518 total: \$140,000 grant plus \$3,518 for a Universidad del Pacific student to intern with the organization.
5. Purpose of Grant: Guinea Pig and Quinoa Production in La Libertad
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on April 23 coope October 9, 2014. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made. However, routine site visits were performed in February and August 2014.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Centro Ecuménico de Promoción y Acción Social (CEDEPAS Norte) (the "Grantee").

1. Grantee name and address:

Centro Ecuménico de Promoción y Acción Social (CEDEPAS Norte)
Los Corales 289
Urb. Santa Ines
Trujillo
Peru

2. Grant date: October 15, 2014. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$250,000
4. Disbursed this tax year: \$53,242 total: \$50,000 grant plus \$3,242 for a Universidad del Pacific student to intern with the organization.
5. Purpose of Grant: Strengthening the Norte Chico Agrarian Cooperative Through Competitive Sustainable Production of Yellow Corn
6. Reports: The Grant was made in October 2014 and no reports are required from the grantee until 2015.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Cooperativa de Producción y Servicios Especiales de los Productores de Camélidos Andinos (COOPECAN Perú) (the "Grantee").

1. Grantee name and address:

Cooperativa de Producción y Servicios Especiales de los Productores de Camélidos Andinos (COOPECAN Perú)
Av. de la Poesia 279
Urb. Torres de San Borja
San Borja, Lima
Peru

2. Grant date: October 29, 2012. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$451,600
4. Disbursed this tax year: \$131,530 total: \$125,000 grant plus \$6,530 for Universidad del Pacific students to intern with the organization.
5. Purpose of Grant: Strengthening Productive and Commercial Capacities of Alpaca Farmers in Cusco and Ayacucho
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on May 31 and November 30, 2014. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made. However, routine site visits were performed in May 2014.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the loan (the "Loan") made by the Foundation to EDPYME Solidaridad (the "loan guarantee").

1. Loan Guarantee recipient's name and address:

EDPYME Solidaridad
Jr. Maria Parado de Bellido No. 130
Magdalena, Lima
Peru

2. Loan date: July 7, 2014. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of loan: \$58,298.75
4. Disbursed this tax year: \$58,298.75
5. Purpose of Loan: Guarantee Fund for Caritas del Peru
6. Reports: The Guarantee recipient submitted full and complete reports of its expenditure of the guarantee on January 15, 2015. The report reflected that the guarantee funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Guarantee recipient has not diverted any portion of the loan guarantee from the purpose for which the loan guarantee was made.
8. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Guarantee recipient; therefore, no independent verification of the report was made. However, a routine site visit was performed in November 2014.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the PRI (the "PRI") made by the Foundation to Fondo Talento (Lumni) (the "PRI recipient").

1. PRI recipient's name and address:

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

2. Distribution date: December 4, 2013. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of PRI: \$250,000
4. Disbursed this tax year: \$109,714.29
5. Purpose of PRI: Investment in the higher education of young talented Peruvians
6. Reports: The PRI recipient submitted full and complete reports of its expenditure of the loan on October 13, 2014 and January 29, 2015. The reports reflected that the loans funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the loan recipient has not diverted any portion of the loan from the purpose for which the loan was made.
8. Hampshire Foundation, Inc. has no reason to doubt the accuracy or reliability of the report received from the loan recipient; therefore, no independent verification of the report was made.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Helvetas Swiss Intercooperation (the "Grantee").

1. Grantee name and address:

Helvetas Swiss Intercooperation
Programa Peru
Ricardo Palma 857
Miraflores, Lima 18
Peru

2. Grant date: September 9, 2013. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$188,500
4. Disbursed this tax year: \$53,760 total: \$50,000 grant plus \$3,760 for a Universidad del Pacific students to intern with the organization.
5. Purpose of Grant: Promoting access to technology and markets for small flower producers in Cusco, Peru
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on April 3 and October 1, 2014. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made. However, routine site visits were performed in May and August 2014.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Open Capital Advisors Limited (the "Grantee").

1. Grantee name and address:

Open Capital Advisors Limited
PO Box 19412-00202
Nairobi, Kenya

2. Grant date: October 31, 2014. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$40,050 (includes \$50 wire fee)
4. Disbursed this tax year: \$40,050
5. Purpose of Grant: PACE Investment Readiness Program
6. Reports: The Grant was made in October 2014 and no reports are required from the grantee until 2015.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. Verification: As the Grant is newly made, no verification of reports has been undertaken other than informal contact with the Grantee by the Foundation.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to The Rainforest Foundation UK (the "Grantee").

1. Grantee name and address:

The Rainforest Foundation UK
233a Kentish Town Road
London NW5 2JT
United Kingdom

2. Grant date: August 28, 2013. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$344,000
4. Disbursed this tax year: \$67,000
5. Purpose of Grant: Autonomous and sustainable production of cacao and coffee by indigenous Asháninka of the Ene River
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on May 30 and December 1, 2014. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made. However, a routine site visit was performed in March 2014.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to Universidad del Pacifico (the "Grantee").

1. Grantee name and address:

Universidad del Pacifico
Av. Salaverry 2020
Jesús María, Lima 11
Peru

2. Grant date: February 5, 2014. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of grant: \$1,955
4. Disbursed this tax year: \$1,955
5. Purpose of Grant: Two-month internship with Rainforest Alliance for Universidad del Pacífico student for cost production analysis
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant March, 2015. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the grant (the "Grant") made by the Foundation to VECO Andino (Oficina Regional de Vredeseilanden) (the "Grantee").

9. Grantee name and address:

VECO Andino (Oficina Regional de Vredeseilanden)
Avenida Bolognesi 321
Miraflores, Lima 18
Peru

10. Grant date: August 27, 2013. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.

11. Total amount of grant: \$120,000

12. Disbursed this tax year: \$67,812.25 total: \$61,000 grant plus \$3,310 for a Universidad del Pacific students to intern with the organization and \$3502.25 for one technician to attend Let's Talk Roya Conference, hosted by Sustainable Harvest (registration and travel expenses).

13. Purpose of Grant: Commercialization and integrating younger farmers into coffee and cacao producer organizations

14. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on April 1 and November 11, 2014. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.

15. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.

16. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made. However, a routine site visit was performed in October 2014.

HAMPSHIRE FOUNDATION, INC.

E.I.N. 45-4291634

ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the PRI (the "PRI") made by the Foundation to Fondo Talento (Lumni) (the "PRI Recipient").

1. PRI recipient's name and address:

Grassroots Business Investors Fund I, L.P.
c/o GBF GP I, LLC
1710 Rhode Island Avenue NW, Suite 1000
Washington, DC 20036

2. PRI disbursement date: October 7, 2013. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of PRI: \$225,000
4. Disbursed this tax year: \$90,000.00
5. Purpose of PRI: Provide high-risk financing to high impact small and medium enterprises in OPIC-eligible countries globally.
6. Reports: The PRI recipient submitted full and complete reports of its expenditure of the Grant on May 16, 2014, August 15, 2014, November 15, 2014 and February 2, 2015. The reports reflected that the PRI funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the PRI recipient has not diverted any portion of the PRI from the purpose for which the PRI was made.
8. Hampshire Foundation, Inc. has no reason to doubt the accuracy or reliability of the report received from the PRI recipient; therefore, no independent verification of the report was made.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the PRI (the "PRI") made by the Foundation to Social Finance NY State Workforce Re-entry (the "PRI recipient").

1. PRI recipient's name and address:

Social Finance NY State Workforce Re-entry 2013 LLC
c/o: 77 Summer Street 2nd Floor
Boston, MA 02110

2. PRI date: December 18, 2013. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of PRI: \$250,000.00
4. Disbursed this tax year: \$0
5. Purpose of PRI: lower recidivism rates through work-force re-entry programs in NY State.
6. Reports: The PRI recipient submitted full and complete reports of its expenditure of the PRI on May 16, 2014, September 23, 2014, January 7, 2015 and March 4, 2015. The reports reflected that the PRI funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the PRI recipient has not diverted any portion of the PRI from the purpose for which the PRI was made.
8. Hampshire Foundation, Inc. has no reason to doubt the accuracy or reliability of the report received from the PRI recipient; therefore, no independent verification of the report was made.

HAMPSHIRE FOUNDATION, INC.
E.I.N. 45-4291634
ATTACHMENT TO 2014 FORM 990-PF

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

The information set forth below is submitted as the report for the year ended December 31, 2014 of The Hampshire Foundation, Inc. (the "Foundation") in satisfaction of the reporting requirement imposed by Section 4945(h)(3) of the Internal Revenue Code (the "Code") and Treas. Reg. § 53.4945-5(d)(2) and related to the PRI (the "PRI") made by the Foundation to Solidaridad (the "PRI recipient").

1. PRI recipient's name and address:

Edpyme Solidaridad y Desarrollo Empresarial S.A.C.
Jr. Maria Parado de Bellido No 130-132
Magdalena del Mar, Lima, Peru

2. PRI date: June 5, 2014. A copy of the Foundation's expenditure responsibility agreement is on file at the foundation and available upon request.
3. Total amount of loan guarantee: \$58,298.75
4. Disbursed this tax year: \$58,298.75
5. Purpose of PRI: reduce the risk inherent in the provision of loans from the Edpyme to smallholder cattle farmers.
6. Reports: The Grantee submitted full and complete reports of its expenditure of the Grant on December 20, 2014. The reports reflected that the Grant funds were properly expended for January 1-December 31, 2014.
7. Diversions: To the knowledge of the Foundation, the Grantee has not diverted any portion of the Grant from the purpose for which the Grant was made.
8. The Grantor has no reason to doubt the accuracy or reliability of the report received from the Grantee; therefore, no independent verification of the report was made.

Hampshire Foundation, Inc. Grants/Loans 2014

501c3

1. Connecticut Council for Philanthropy – Hartford, CT
Annual member support
2. Rainforest Alliance – New York, NY
Enhanced livelihoods through sustainable coffee and cocoa
3. Root Capital, Inc. – Cambridge, MA
Growing rural prosperity through sustainable agricultural supply chains in Peru
4. Sustainable Harvest – Portland, OR
Increasing Incomes for Coffee Producers in San Ignacio, Cajamarca
5. Swisscontact North America - New York, NY
Boosting entrepreneurial initiative in the tourism sector of the Conchucos Valley
6. TechnoServe, Inc. - Washington, DC
Incorporating farmers into the supply chain for organic coffee in San Martin
7. Grassroots Business Investors Fund I, L.P. – Washington, DC
Provide PRI to support high impact small and medium enterprises in OPIC-eligible countries globally

Expenditure Responsibility

8. Asociación para el Manejo, Conservación y Gestión de Zonas Naturales (AMAZONAS)
– Villa Rica, Pasco, Peru
Improving the Competitiveness of Yanesha Coffee Producers in Peru
9. Caritas del Peru - Callao, Lima, Peru
Strengthening dairy chain competitiveness for producers of the Vilca River watershed, Huancavelica
10. Centro Ecuaménico de Promoción y Acción Social (CEDEPAS Norte) – Santa Ines, Trujillo, Peru
#1 Guinea Pig and Quinoa Production in La Libertad, Peru
#2 Strengthening the Norte Chico Agrarian Cooperative Through Competitive Sustainable Production of Yellow Corn
11. Cooperativa de Producción y Servicios Especiales de los Productores de Camélidos Andinos (COOPECAN Perú) – San Borja, Lima, Peru
Strengthening Productive and Commercial Capacities of Alpaca Farmers in Cusco and Ayacucho, Peru
12. EDPYME Solidaridad – Lima, Peru
Guarantee Fund for loans to farmers receiving technical assistance from Caritas del Peru
13. Fondo Talento (Lumni) – Miraflores, Lima, Peru
PRI to achieve higher education of young talented Peruvians
14. Helvetas Swiss Intercooperation – Miraflores, Lima, Peru
Promoting access to technology and markets for small flower producers in Cusco, Peru
15. Open Capital Advisors Limited – Nairobi, Kenya
PACE Investment Readiness Program
16. Rainforest Foundation UK – London, UK
Autonomous and sustainable production of cacao and coffee by indigenous Asháninka of the Ene River
17. VECO Andino – Miraflores, Lima, Peru
Commercialization and integrating younger farmers into coffee and cacao producer organizations
18. Universidad del Pacífico – Lima, Peru
Internship with Rainforest Alliance

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BESSEMER TRUST

- The books are in the care of ► **630 FIFTH AVENUE - NEW YORK, NY 10111**
Telephone No. ► **516-508-9623** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2014** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	13,698.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	4,698.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	9,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions