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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

**LLH/LHM FOUNDATION MARY & MARGARET
BAIRD, TRUSTEES**

A Employer identification number

04-3469581

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

Room/suite

C/O BOA MAIL STOP RI15360202 100 WESTMI

B Telephone number

401-278-2956

City or town, state, and ZIP code

PROVIDENCE, RI 02903C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)**\$ 3,799,049.** (Part I, column (d) must be on cash basis.)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)

Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	117,109.	117,109.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<61,204.>			
	b Gross sales price for all assets on line 6a	605,611.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	55,905.	117,109.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 2	17,787.	16,362.	1,425.
	17 Interest				
	18 Taxes	STMT 3	3,846.	1,148.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4	791.	0.	96.
	24 Total operating and administrative expenses. Add lines 13 through 23		22,424.	17,510.	1,521.
	25 Contributions, gifts, grants paid		200,000.		200,000.
	26 Total expenses and disbursements. Add lines 24 and 25		222,424.	17,510.	201,521.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<166,519.>			
	b Net investment income (if negative, enter -0-)		99,599.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	87,006.	88,846.	88,846.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶ 2,746.				
	Less: allowance for doubtful accounts ▶ 0.	970.	2,746.	2,746.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 5	1,202,725.	1,163,079.	1,199,240.	
	b Investments - corporate stock STMT 6	2,334,553.	2,204,061.	2,508,217.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	3,625,254.	3,458,732.	3,799,049.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	27 Capital stock, trust principal, or current funds	3,558,776.	3,386,721.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	66,478.	72,011.	
		30 Total net assets or fund balances	3,625,254.	3,458,732.	
31 Total liabilities and net assets/fund balances	3,625,254.	3,458,732.			

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	3,625,254.
2 Enter amount from Part I, line 27a	2	<166,519.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,458,735.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,458,732.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 605,611.		666,815.	<61,204.>

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			<61,204.>

2 Capital gain net income or (net capital loss)	2	<61,204.>
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))
2011	156,800.	3,656,279.	.042885
2010	222,642.	3,578,604.	.062215
2009	183,098.	3,378,819.	.054190
2008	194,947.	3,348,235.	.058224
2007	153,540.	4,086,920.	.037569
2 Total of line 1, column (d)			2 .255083
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 .051017
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,739,463.
5 Multiply line 4 by line 3			5 190,776.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 996.
7 Add lines 5 and 6			7 191,772.
8 Enter qualifying distributions from Part XII, line 4			8 201,521.

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.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	996.
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	996.
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	996.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,800.
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	1,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	804.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>		X	
14	The books are in care of ► <u>BANK OF AMERICA</u> Telephone no. ► <u>(401) 278-2965</u> Located at ► <u>100 WESTMINSTER STREET, RI1-536-02-02, PROVIDENCE</u> ZIP+4 ► <u>02903</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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	2b	
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 2012 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 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET BAIRD	CO-TRUSTEE			
P.O. BOX 631				
NEWBURYPORT, MA 01950	0.00	0.	0.	0.
MARTHA BAIRD	CO-TRUSTEE			
P.O. BOX 631				
NEWBURYPORT, MA 01950	0.00	0.	0.	0.
SUSAN LILLIA BAIRD KENNEDY	CO-TRUSTEE			
P.O. BOX 631				
NEWBURYPORT, MA 01950	0.00	0.	0.	0.
DAVID A BAIRD	CO-TRUSTEE			
P.O. BOX 631				
NEWBURYPORT, MA 01950	0.00	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,635,695.
b	Average of monthly cash balances	1b	160,714.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,796,409.
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	3,796,409.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,946.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,739,463.
6	Minimum investment return. Enter 5% of line 5	6	186,973.

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	186,973.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	996.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	996.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	185,977.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	185,977.
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	185,977.

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	201,521.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	201,521.
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	996.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,525.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				185,977.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			51,012.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 201,521.				
a Applied to 2011, but not more than line 2a			51,012.	
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 2012 distributable amount				150,509.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				35,468.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**LLH/LHM FOUNDATION MARY & MARGARET
BAIRD, TRUSTEES**

Form 990-PF (2012)

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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				
ART IN THE NEIGHBORHOOD 62 WEST STREET BRATTLEBORO, VT 05301	NONE	OTHER PUBLIC CHARITY	EDUCATION - ARTS	3,750.
ARTS HORIZONS, INC. 1 GRAND AVE, SUITE 7 ENGLEWOOD, NJ 07631	NONE	OTHER PUBLIC CHARITY	EDUCATION - ARTS	3,750.
ARTS TO GROW 289 MONMOUTH STREET JERSEY CITY, NJ 07302	NONE	OTHER PUBLIC CHARITY	EDUCATION	3,750.
BOYS AND GIRLS CLUB OF THE LOWER MERRIMACK VALLEY, INC. P.O. BOX 5906 SALISBURY, MA 01952	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR LOWER MERRIMACK VALLEY PROGRAM	5,000.
CAMPAIGN FOR A COMMERCIAL-FREE CHILDHOOD 89 SOUTH STREET #403 BOSTON, MA 02111	NONE	OTHER PUBLIC CHARITY	SUPPORT THE YOUTH PROGRAM	4,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	200,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion 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	117,109.	
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	<61,204.>	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		55,905.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	55,905.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

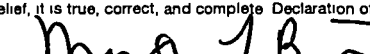
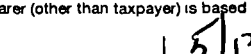
[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date 5/13/13		Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name DAVID J. SYNER		Preparer's signature 		Date 5/9/13	
	Check <input type="checkbox"/> if self-employed		PTIN P00012683			
	Firm's name ▶ BLUM, SHAPIRO & COMPANY P.C. CPAS				Firm's EIN ▶ 06-1009205	
	Firm's address ▶ 50 HOLDEN STREET PROVIDENCE, RI 02908				Phone no. 401-272-5600	

Form **990-PF** (2012)

LLH/LHM FOUNDATION MARY & MARGARET
BAIRD, TRUSTEES

04-3469581

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
CONCORD COMMUNITY MUSIC SCHOOL 23 WALL ST CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR PROGRAM	15,500.
EAST END HOUSE 105 SPRING STREET CAMBRIDGE, MA 02141	NONE	OTHER PUBLIC CHARITY	NEIGHBORHOOD CENTER, SETTLEMENT HOUSE, YOUTH DEVELOPMENT, CHILD DAY CARE	3,000.
FOOD WORKS - TWO RIVERS CENTER INC. 64 MAIN STREET MONTPELIER, VT 05602	NONE	OTHER PUBLIC CHARITY	SUPPORT CHILDHOOD HUNGER	6,600.
GIRLS INCORPORATED OF WORCESTER 125 PROVIDENCE ST WORCESTER, MA 01604	NONE	OTHER PUBLIC CHARITY	SUPPORT THE AFTER-SCHOOL PROGRAMS FOR GIRLS IN GRADE	10,000.
GLASS ROOTS 10 BLEEKER STREET NEWARK, NJ 07102	NONE	OTHER PUBLIC CHARITY	EDUCATION	6,600.
JOY OF MUSIC PROGRAM, INC. 1 GORHAM ST WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	SUPPORT THE EDUCATIONAL PROGRAM THROUGH SOLID MUSICA	10,000.
KIDSBRIDGE, INC. 4556 SOUTH BROAD ST., 2ND FLOOR TRENTON, NJ 08620	NONE	OTHER PUBLIC CHARITY	ARTS, CULTURE AND HUMANITIES	3,000.
LAWRENCE COMMUNITY WORKS, INC. 168 NEWBURY STREET LAWRENCE, MA 01841	NONE	OTHER PUBLIC CHARITY	COMMUNITY IMPROVEMENT, YOUTH DEVELOPMENT	3,000.
NEW HEIGHTS - ADVENTURES FOR TEENS 100 CAMPUS DRIVE, SUITE 23 PORTSMOUTH, NH 03801	NONE	OTHER PUBLIC CHARITY	EDUCATION	6,600.
PITTSFIELD YOUTH WORKSHOP P.O. BOX 206 PITTSFIELD, NH 03263	NONE	OTHER PUBLIC CHARITY	YOUTH PROGRAMS	5,750.
Total from continuation sheets				179,750.

**LLH/LHM FOUNDATION MARY & MARGARET
BAIRD, TRUSTEES**

04-3469581

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
PROJECT BREAD - THE WALK FOR HUNGER, INC. 145 BORDER STREET EAST BOSTON, MA 02128	NONE	OTHER PUBLIC CHARITY	AGRICULTURE, FOOD, NUTRITION	5,000.
RAW ART WORKS INC. 37 CENTRAL SQUARE LYNN, MA 01901	NONE	OTHER PUBLIC CHARITY	SUPPORT THE GROWTH OF VARIOUS YOUTH ART THERAPY PROG	17,000.
SCHOOLS FOR CHILDREN, INC. 20 ACADEMY ST., SUITE 200 ARLINGTON, MA 02476	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL INSTITUTIONS	4,000.
SECOND START 17 KNIGHT ST CONCORD, NH 03301	NONE	OTHER PUBLIC CHARITY	EDUCATION	5,500.
SOUTHERN NEW JERSEY REGIONAL COMMUNITY FOUNDATION INC. P.O. BOX 446 HADDONFIELD, NJ 08033	NONE	OTHER PUBLIC CHARITY	PHILANTHROPY, VOLUNTARISM AND GRANTMAKING	10,000.
THE CIRCUS BARN INC. DBA CIRCUS SMIRKUS 1 CIRCUS ROAD GREENSBORO, VT 05841	NONE	OTHER PUBLIC CHARITY	SUPPORT THE ARTISTIC, EDUCATIONAL AND SOCIAL PROGRAM	15,000.
THE PETTENGILL HOUSE INC. 13 LAFAYETTE RD SALISBURY, MA 01952	NONE	OTHER PUBLIC CHARITY	HUMAN SERVICES	5,000.
THE WHITE MOUNTAIN SCHOOL - ST. MARY'S IN THE MOUNTAINS 371 WEST FARM ROAD BETHLEHEM, NH 03574	NONE	OTHER PUBLIC CHARITY	EDUCATION	5,000.
TURTLE ISLAND CHILDREN'S CENTER INC. 659 ELM ST MONTPELIER, VT 05602	NONE	OTHER PUBLIC CHARITY	EDUCATION	21,600.
VSA ARTS OF VERMONT INC. 20 WEST CANAL STREET, SUITE C8 WINOOSKI, VT 05404	NONE	OTHER PUBLIC CHARITY	EDUCATION	16,600.
Total from continuation sheets				

04-3469581

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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	750 SHARES AIR PRODUCTS & CHEMICALS INC	P	07/18/04	01/24/12
b	250 SHARES AIR PRODUCTS & CHEMICALS INC	P	10/19/72	01/24/12
c	300 SHARES ISHARES TR MSCI EAFE INDEX FD	P	11/05/07	05/10/12
d	300 SHARES ISHARES TR MSCI EAFE INDEX FD	P	03/20/07	05/10/12
e	400 SHARES ISHARES TR MSCI EAFE INDEX FD	P	01/09/07	05/10/12
f	2,000 SHARES HEWLETT PACKARD CO	P	07/19/04	05/29/12
g	100,000 SHARES UNITED STATES TREAS NTS	P	07/16/07	06/30/12
h	1,400.56 SHARES ROYCE MICRO-CAP FUND LOW PRICE	P	01/25/11	07/17/12
i	1,536.57 SHARES ROYCE MICRO-CAP FUND LOW PRICE	P	10/14/10	07/17/12
j	200 SHARES GILEAD SCIENCES INC	P	09/30/09	09/27/12
k	100,000 SHARES FEDERAL HOME LN BKS	P	12/22/05	11/15/12
l	180 SHARES ISHARES TR MSCI EAFE INDEX FD	P	09/17/03	11/19/12
m	195 SHARES ISHARES TR MSCI EAFE INDEX FD	P	01/20/05	11/19/12
n	105 SHARES ISHARES TR MSCI EAFE INDEX FD	P	07/12/04	11/19/12
o	120 SHARES ISHARES TR MSCI EAFE INDEX FD	P	01/13/04	11/19/12

(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 65,337.		17,778.	47,559.
b 21,779.		5,926.	15,853.
c 15,433.		20,019.	<4,586.>
d 15,433.		20,019.	<4,586.>
e 20,578.		26,692.	<6,114.>
f 45,509.		97,880.	<52,371.>
g 100,000.		108,633.	<8,633.>
h 19,314.		23,843.	<4,529.>
i 21,189.		26,157.	<4,968.>
j 13,221.		9,318.	3,903.
k 100,000.		103,688.	<3,688.>
l 9,517.		12,011.	<2,494.>
m 10,310.		13,012.	<2,702.>
n 5,551.		7,007.	<1,456.>
o 6,345.		8,007.	<1,662.>

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			47,559.
b			15,853.
c			<4,586.>
d			<4,586.>
e			<6,114.>
f			<52,371.>
g			<8,633.>
h			<4,529.>
i			<4,968.>
j			3,903.
k			<3,688.>
l			<2,494.>
m			<2,702.>
n			<1,456.>
o			<1,662.>

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 }

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

2

3

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 300 SHARES ISHARES TR MSCI EAFE INDEX FD		P	06/19/06	11/19/12
b 700 SHARES ISHARES TR MSCI EAFE INDEX FD		P	01/12/06	11/19/12
c 1,500 SHARES ISHARES TR MSCI EAFE INDEX FD		P	09/10/09	11/19/12
d CAPITAL GAINS DIVIDENDS				
e				
f				
g				
h				
i				
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 15,861.		20,019.	<4,158.>
b 37,010.		46,711.	<9,701.>
c 79,306.		100,095.	<20,789.>
d 3,918.			3,918.
e			
f			
g			
h			
i			
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			<4,158.>
b			<9,701.>
c			<20,789.>
d			3,918.
e			
f			
g			
h			
i			
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	<61,204.>
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTIONS	3,918.	3,918.	0.
DIVIDENDS - US TRUST/BANK OF AMERICA	86,828.	0.	86,828.
INTEREST FIXED INCOME INVESTMENTS	500.	0.	500.
US GOVERNMENT INTEREST	29,781.	0.	29,781.
TOTAL TO FM 990-PF, PART I, LN 4	121,027.	3,918.	117,109.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEWMAN DIGNAN & SHEERAR-INV.ADVISORY	5,676.	5,676.		0.
US TRUST / BANK OF AMERICA				
CUST FEES	9,261.	9,261.		0.
OTHER EXPENSES	2,850.	1,425.		1,425.
TO FORM 990-PF, PG 1, LN 16C	17,787.	16,362.		1,425.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,698.	0.		0.
FOREIGN TAX PAID	1,078.	1,078.		0.
2011 MASSACHUSETTS TAX PAID	70.	70.		0.
TO FORM 990-PF, PG 1, LN 18	3,846.	1,148.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
RENEWAL MEMBERSHIP DUES	695.	0.		0.	
POSTAGE EXPENSE	96.	0.		96.	
TO FORM 990-PF, PG 1, LN 23	791.	0.		96.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT	X		1,163,079.	1,199,240.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,163,079.	1,199,240.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,163,079.	1,199,240.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHMENT	2,204,061.	2,508,217.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,204,061.	2,508,217.		

BOOK VALUE ASSET AND FAIR MARKET VALUE STATEMENT
AS OF 12/31/12
FORM 990-PF, PART II BALANCE SHEET

Settlement Date



Bank of America Private Wealth Management

Account: 36-01-100-1356864 CUST LLH/LHM FOUNDATION

Jan. 01, 2012 through Dec. 31, 2012

Portfolio Detail

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Book Value/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents									
16,835 290	BOFA MONEY MARKET RESERVES CAPITAL CLASS (Income Investment)	097100515	\$16,835.29	0.4%	\$16,835.29 1.000	\$0.00	\$3.62	\$15.32	0.09%
72,011 230	BOFA MONEY MARKET RESERVES CAPITAL CLASS	097100515	72,011.23	1.9	72,011.23 1.000	0.00	7.85	65.53	0.09
Total Cash Equivalents			\$88,846.52	2.3%	\$88,846.52	\$0.00	\$11.47	\$80.85	0.09%
Total Cash/Currency			\$88,846.52	2.3%	\$88,846.52	\$0.00	\$11.47	\$80.85	0.09%

Equities

(2)Industry Sector Codes		CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U.S. Large Cap									
1,800,000	ABBOTT LABS Ticker: ABB	002824100 HEA	\$117,900.00 65,500	3.1%	\$98,172.00 54,540	\$19,728.00	\$0.00	\$1,008.00	0.85%
1,000,000	AIR PRODS & CHEMS INC Ticker: APD	009158106 MAT	84,020.00 84,020	2.2	23,704.44 23,704	60,315.56	640.00	2,560.00	3.04
800,000	ANADARKO PETE CORP Ticker: APC	032511107 ENR	59,448.00 74,310	1.6	51,112.00 63,890	8,336.00	0.00	288.00	0.48
500,000	APACHE CORP Ticker: APA	037411105 ENR	39,250.00 78,500	1.0	56,775.00 113,550	-17,525.00	0.00	340.00	0.86
2,000,000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	113,860.00 56,930	3.0	81,620.00 40,810	32,240.00	870.00	3,480.00	3.05
1,300,000	CHEVRON CORP Ticker: CVX	166764100 ENR	140,582.00 108,140	3.7	114,686.00 88,220	25,896.00	0.00	4,680.00	3.32
2,400,000	COCA COLA CO Ticker: KO	191216100 CNS	87,000.00 36,250	2.3	72,060.00 30,025	14,940.00	0.00	2,448.00	2.81
1,000,000	CVS CAREMARK CORP Ticker: CVS	126650100 CNS	48,350.00 48,350	1.3	36,478.60 36,479	11,871.40	0.00	900.00	1.86

LLH/LHM FOUNDATION EIN 04-3469581

BOOK VALUE ASSET AND FAIR MARKET VALUE STATEMENT

Settlement Date

AS OF 12/31/12

Form 990 PF PART II Balance Sheet

Portfolio Detail

Account: 36-01-100-1356864 CUST LLH/LHM FOUNDATION

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Book Value/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
2,000,000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687105 CND	99,580.00 49.790	2.6	66,200.00 33.100	33,380.00	0.00	1,500.00	1.50
1,500,000	DOMINION RES INC VA NEW Ticker: D	25746U109 UTL	77,700.00 51.800	2.0	62,880.00 41.920	14,820.00	0.00	3,165.00	4.07
1,400,000	EMERSON ELEC CO Ticker: EMR	291011104 IND	74,144.00 52.960	2.0	74,662.00 53.330	-518.00	0.00	2,296.00	3.09
1,000,000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	86,550.00 86.550	2.3	89,390.00 89.390	-2,840.00	0.00	2,280.00	2.63
3,000,000	GENERAL ELEC CO Ticker: GE	369604103 IND	62,970.00 20.990	1.7	102,060.00 34.020	-39,090.00	570.00	2,280.00	3.62
1,000,000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA	73,450.00 73.450	1.9	46,590.00 46.590	26,860.00	0.00	0.00	0.00
1,000,000	INTEL CORP Ticker: INTC	458140100 IFT	20,620.00 20.620	0.5	25,936.00 25.936	-5,316.00	0.00	900.00	4.36
1,750,000	J.P. MORGAN CHASE & CO Ticker: JPM	48625H100 FIN	76,945.93 43.969	2.0	77,717.50 44.410	-771.57	0.00	2,100.00	2.72
1,000,000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	70,100.00 70.100	1.8	63,040.00 63.040	7,060.00	0.00	2,440.00	3.48
1,000,000	MEDTRONIC INC Ticker: MDT	585055106 HEA	41,020.00 41.020	1.1	50,320.00 50.320	-9,300.00	0.00	1,040.00	2.53
3,500,000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	93,483.95 26.710	2.5	98,910.00 28.260	-5,426.05	0.00	3,220.00	3.44
900,000	ORACLE CORP Ticker: ORCL	68389X105 IFT	29,988.00 33.320	0.8	24,073.47 26.748	5,914.53	0.00	216.00	0.72
2,000,000	PFIZER INC Ticker: PFE	717081103 HEA	50,158.60 25.079	1.3	45,500.00 22.750	4,658.60	0.00	1,920.00	3.82
1,000,000	PRICET ROWE GROUP INC Ticker: TROW	74144T108 FIN	65,117.10 65.117	1.7	54,240.00 54.240	10,877.10	0.00	1,360.00	2.08
1,000,000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	67,890.00 67.890	1.8	67,210.00 67.210	680.00	0.00	2,248.00	3.31

Settlement Date 36-01-100-1356864 CUST LLH/LHM FOUNDATION

BOOK VALUE ASSET AND FAIR MARKET VALUE STATEMENT

AS OF 12/31/12

FORM 990PF PART II BALANCE SHEET

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Book Value/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
2,000,000	SYSCO CORP Ticker: SY	871829107 CNS	63,320.00 31.660	17	51,358.60 25.679	11,961.40	0.00	2,240.00	3.53
2,000,000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	68,360.00 34.180	18	63,480.00 31.740	4,880.00	0.00	1,760.00	2.57
1,000,000	3M CO Ticker: MMM	88579Y101 IND	92,850.00 92.850	24	83,731.71 83.732	9,118.29	0.00	2,360.00	2.54
Total U.S. Large Cap			\$1,904,657.58	50.2%	\$1,681,907.32	\$222,750.26	\$2,080.00	\$49,029.00	2.57%
U.S. Small Cap									
3,000,000	CEF ISHARES CORE S&P SMALL-CAP Ticker: IJR	464287804 OEQ	\$234,300.00 78.100	6.2%	\$190,856.10 63.619	\$43,443.90	\$0.00	\$3,879.00	1.65%
Total U.S. Small Cap			\$234,300.00	6.2%	\$190,856.10	\$43,443.90	\$0.00	\$3,879.00	1.65%
International Developed									
4,011,978	SCOUT INTERNATIONAL FUND Ticker: UMBWX	81063U503 OEQ	\$133,799.47 33.350	3.5%	\$125,000.00 31.157	\$8,799.47	\$0.00	\$2,122.34	1.58%
3,200,000	VANGUARD FTSE ALL-WORLD EX-US INDEX FUND Ticker: VEU	922042775 OEQ	146,400.00 45.750	3.9	136,608.96 42.690	9,791.04	0.00	4,304.00	2.94
Total International Developed			\$280,199.47	7.4%	\$261,608.96	\$18,590.51	\$0.00	\$6,426.34	2.29%
Emerging Markets									
2,000,000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	\$89,060.00 44.530	2.3%	\$69,688.28 34.844	\$19,371.72	\$0.00	\$1,950.00	2.19%
Total Emerging Markets			\$89,060.00	2.3%	\$69,688.28	\$19,371.72	\$0.00	\$1,950.00	2.19%
Total Equities			\$2,508,217.05	66.1%	\$2,204,060.66	\$304,156.39	\$2,080.00	\$61,284.34	2.44%

(A)

(B)

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LLH/LHM FOUNDATION EIN 04-3469581

Settlement Date

BOOK VALUE ASSET AND FAIR MARKET VALUE STATEMENT

AS OF 12/31/12

FORM 990 PF PART II BALANCE SHEET

Portfolio Detail

Account: 36-01-100-1356864 CUST LLH/LHM FOUNDATION

Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Book Value/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income									
Investment Grade Taxable									
2013									
10,000,000	GENERAL ELEC CO NT	369604AY9	\$10,038.10 100.381	0.3%	\$10,282.70 102.827	-\$244.60	\$208.33	\$500.00	4.98% 1.06
	DTD 01/28/03 5.000% DUE 02/01/13 Moody's: AA3 S&P: AA+								
100,000,000	UNITED STATES TREAS NT DTD 08/15/03 4.250% DUE 08/15/13 Moody's: AAA S&P: AA+	912628BH2	102,527.00 102.527	2.7	106,242.00 106.242	-3,715.00	1,605.30	4,250.00	4.14 0.16
	UNITED STATES TREAS NT DTD 05/17/04 4.750% DUE 05/15/14 Moody's: AAA S&P: AA+	912628CJ7	106,172.00 106.172	2.8	108,797.00 108.797	-2,625.00	616.71	4,750.00	4.47 0.24
	UNITED STATES TREAS NT DTD 11/03/05 5.000% DUE 12/11/15 Moody's: AAA S&P: AA+	3133XDTC5	113,362.00 113.362	3.0	103,938.00 103.938	9,424.00	277.78	5,000.00	4.41 0.46
100,000,000	FEDERAL FARM CR BKS CONS BD DTD 08/25/06 5.125% DUE 08/25/16 Moody's: AAA S&P: AA+	31331V2U9	145,705.00 116.564	3.8	130,547.50 104.438	15,157.50	2,242.18	6,406.25	4.39 0.58
500,000	ISHARES BARCLAYS TIPS BD FUND	464287176	60,705.00 121.410	1.6	60,184.00 120.368	521.00	4.29	1,346.50	2.21
42,454,095	VANGUARD SHORT TERM INVESTMENT GRADE FUND ADMIRAL SHRS	922031836	459,777.85 10.830	12.1	443,087.82 10.437	16,690.03	777.73	10,698.43	2.32
Total Investment Grade Taxable			\$998,286.95	26.3%	\$963,079.02	\$35,207.93	\$5,732.32	\$32,951.18	3.30%
International Developed Bonds									
15,063,919	TEMPLETON GLOBAL BD FUND ADVISOR CL	880208400	\$200,952.68 13.340	5.3%	\$200,000.00 13.277	\$952.68	\$0.00	\$8,932.90	4.44%
Total International Developed Bonds			\$200,952.68	5.3%	\$200,000.00	\$952.68	\$0.00	\$8,932.90	4.44%

LLH/LHM FOUNDATION EIN 04-3469581
 BOOK VALUE ASSET AND FAIR MARKET VALUE STATEMENT
 AS OF 12/31/12
 FORM 990 PF, PART II BALANCE SHEET

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Settlement Date
 U.S. TRUST
 Bank of America Private Wealth Management

Portfolio Detail

Account: 36-01-100-1356864 CUST LLH/LHM FOUNDATION
 Jan. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Book Value/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
International Developed Bonds (cont)									
Total Fixed Income			\$1,199,239.63	31.6%	\$1,163,079.02	\$36,160.61	\$5,732.32	\$41,884.08	3.49%
Total Portfolio			\$3,796,303.20	100.0%	\$3,455,986.20	\$340,317.00	\$7,823.79	\$103,249.27	2.72%
Other Receivable - Dividends PD 2013 - ON 2012 1099			2,746.38	(B)	2,746.38 (A)				
CAPITAL GAIN-DIST			3,799,048.58		3,458,732.58				

(A) Summary Book Value

Pg 1 of 5 88,846.52
 Pg 3 of 5 2,204,060.66
 Pg 5 of 5 1,163,079.02
 Pg 5 of 5 2,746.38
 Form 990 PF Pg 2 Line 16, Columns (B) and (C) 3,458,732.58

(B) Summary Fair Market Value

Pg 1 of 5 88,846.52
 Pg 3 of 5 2,204,060.66
 Pg 5 of 5 1,163,079.02
 Pg 5 of 5 2,746.38
 Total 3,799,048.58