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Department of the Treasury Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047 Open to Public Inspection

A F	or the	2012 calendar year, or tax year beginning and	ending						
B c	heck if pplicable	C Name of organization		D Employer identific	cation number				
X	Address change	HIGH MEADOWS FUND, INC.							
	Name change	Doing Business As		20-028	8123				
	Initial return	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number	r				
	Termin- ated	C/O VERMONT COMMUNITY FOUNDATION, 3 COURT ST.		802-38					
	Amende return	City, town, or post office, state, and ZIP code		G Gross receipts \$	7,886,935.				
	Applica-	MIDDLEBORI, VI 03/33		H(a) Is this a group re	eturn				
	pending	F Name and address of principal officer:CARL FERENBACH		for affiliates?					
		SAME AS C ABOVE		H(b) Are all affiliates inc					
IT	ax-exer	npt status: x 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) o	or 527	⊣ ''	list (see instructions)				
		WWW.HIGHMEADOWSFUND.ORG		H(c) Group exemptio					
K F	orm of o	rganization: x Corporation Trust Association Other	L Year	 	A State of legal domicile: VT				
		Summary			•				
		· · · · · · · · · · · · · · · · · · ·	H MEADO	WS FUND PROMOTES A	<u> </u>				
JAN (9 2014) Activities & Governance		EALTHY NATURAL ENVIRONMENT WHILE ENCOURAGING LONG-TERM ECONO	OMIC						
rna	2 0	heck this box if the organization discontinued its operations or dispos	sed of mor	e than 25% of its net as	ssets				
. Se		lumber of voting members of the governing body (Part VI, line 1a)		3	7				
) <u>-</u> 6		lumber of independent voting members of the governing body (Part VI, line 1b)		4	6				
8		otal number of individuals employed in calendar year 2012 (Part V, line 2a)		5	3				
الجو		otal number of volunteers (estimate if necessary)		6	7				
⊜ફે	i	otal unrelated business revenue from Part VIII, column (C), line 12		7a	0.				
<u> ₹</u>	1	let unrelated business taxable income from Form 990-T, line 34		7b	0.				
5		et difficiated business taxable income from 1 off 1 550 1, line 54		Prior Year	Current Year				
<i>-</i> >	8 C	contributions and grants (Part VIII, line 1h) RECEIVED	. ⊩	500,100.	500,200.				
긤	1	rogram service revenue (Part VIII, line 2g)	∽റ⊩	0.	0.				
Zē.	l _	estment income (Part VIII, column (A), lines 3, 4, and (d)	<u>ეწ</u> _	846,622.	350,004.				
Ψ.α.	11 C	other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and View 5	0.5	0.	0.				
	12 T	other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 5 2013 otal revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	一点一	1,346,722.	850,204.				
C CAN NEW Bevenue	13 0	erante and similar amounts paid (Part IV column (A) lines 140)	r	621,765.	692,168.				
	14 B	irants and similar amounts paid (Part IX, column (A), lines 3GDEN, U	1	0.	0,				
"	٠. ٦	alaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		130,761.	192,925.				
Expenses		rofessional fundraising fees (Part IX, column (A), line 11e)	—	0.	0.				
ben	1		₀. ⊢		•				
낊	1	otal fundraising expenses (Part IX, column (D), line 25) ther expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	——————————————————————————————————————	307,207.	. 408,748				
		otal expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	-	1,059,733.	1,293,841.				
	1			286,989.	<443,637.				
Ses	וש ר	evenue less expenses Subtract line 18 from line 12		eginning of Current Year					
anc	20 T	otal accets (Part V line 16)	"	16,319,625.	End of Year 17,399,148.				
Ball	1	otal assets (Part X, line 16) otal liabilities (Part X, line 26)	-	186,759.	270,077.				
Net Assets Fund Balanc	1	• • •		16,132,866.	17,129,071.				
	rt II	let assets or fund balances. Subtract line 21 from line 20 Signature Block	1	10,132,000.	17,123,071.				
		ies of perjury, I declare that I have examined this return, including accompanying schedule:	n and atatan	anta and to the heat of m	v knowledge and helief it in				
		and complete. Declaration of preparer (other than officer) is based on all information of wh		•	y knowledge and belief, it is				
u uc,	Concci,	and complete peculiation of prepare (other than officer) is based on all information of wi	ich prepare	I nas any knowledge.	/_ / 7				
C:	_	Signature of officer		Date					
Sigi		SCOTT MCARDLE, SECRETARY/TREASURER							
Her	e	Type or print name and title							
		<u> </u>		Date Check	[] PTIN				
Paid		Print/Type preparer's name Preparer's signature ARY KAY CURTISS			—' 				
	- ⊢	Firm's name BLUM, SHAPIRO & COMPANY, P.C., CPA'S		11 12 self-emptoy	06-1009205				
	- ⊢			Firm's EIN	00-1003203				
536	Jy			Dhana = 04	50_561_4000				
		WEST HARTFORD, CT 06127-2000	 -	Phone no. 86	50-561-4000				
мау	ne in:	S discuss this return with the preparer shown above? (see instructions)			Yes No				

Form **990** (2012)

Form	990 (2012) HIGH MEADOWS FUND, INC.	20-0288123	Page 2
Pa	rt III Statement of Program Service Accomplishments		
	' Check if Schedule O contains a response to any question in this Part III		
1	Briefly describe the organization's mission		
	THE HIGH MEADOWS FUND PROMOTES A HEALTHY NATURAL ENVIRONMENT WHILE	<u> </u>	
	ENCOURAGING LONG-TERM ECONOMIC VITALITY IN VERMONT.		
			
_	Did the assessment of the first		.
2	Did the organization undertake any significant program services during the year which were not listed on		Yes X No
	the prior Form 990 or 990-EZ?		YesNo
2	If "Yes," describe these new services on Schedule O	1	Yes X No
3	Did the organization cease conducting, or make significant changes in how it conducts, any program services?	?	L Tes L≜ No
4	If "Yes," describe these changes on Schedule O.		
~	Describe the organization's program service accomplishments for each of its three largest program services, as Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to other		
	revenue, if any, for each program service reported.	iers, trie total e	cpenses, and
4a	000.000		·
70	(Code) (Expenses \$ 802,083. including grants of \$ 692,168.) (Rever GRANTMAKING - HIGH MEADOWS FUND, INC. MAKES GRANTS TO VARIOUS	nue \$,
	ORGANIZATIONS FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES WITH		
	AN EMPHASIS ON PROMOTING VIBRANT COMMUNITIES AND A HEALTHY NATURAL		
	ENVIRONMENT WHILE ENCOURAGING LONG-TERM ECONOMIC VITALITY IN VERMONT.		
	The state of the s		
			
		······································	
			,
	——————————————————————————————————————	•	
4b	(Code) (Expenses \$ 169,958. including grants of \$) (Rever	\$	
	RESEARCH - IN PRIOR YEARS, HIGH MEADOWS FUND, INC. HAD CONVENED		
•	COMMUNITY ORGANIZATIONS TO PROMOTE ENERGY EFFICIENCY IN HOMES TO REDUCE		
	GREENHOUSE GAS EMISSIONS. BASED ON THE INFORMATION GATHERED THROUGH		
	THESE CONVENINGS, HIGH MEADOWS FUND, INC. DETERMINED THERE WAS A NEED		
	FOR RESEARCH ON BARRIERS TO ACHIEVING ENERGY EFFICIENCY, THUS HIGH		
	MEADOWS FUND, INC. RETAINED CONTRACTORS AND CONSULTANTS TO UNDERTAKE	,	
	THIS RESEARCH.		
4c	(Code) (Expenses \$ 18,463. including grants of \$) (Rever	nue \$)
	CONVENING FOCUS GROUPS - HIGH MEADOWS FUND, INC. CONVENES STAKEHOLDERS		
	TO COORDINATE SERVICES AND SHARE LEARNING. FOR EXAMPLE, IN 2012, THE		
	FUND CONVENED SEVERAL MEETINGS ATTENDED BY A CROSS SECTION OF		
	STAKEHOLDERS INVOLVED IN TRANSPORTATION INITIATIVES ACROSS VERMONT,		
	WITH THE GOAL BEING TO IMPROVE COLLABORATION AMONG GROUPS THAT CAN HELP		
	LOWER GREENHOUSE GAS EMISSIONS.		
			· · · ·
4d	Other program services (Describe in Schedule O.)		
	(Expenses \$ including grants of \$) (Revenue \$)
4e	Total program service expenses ▶ 991,104.		
	 		E 990 (2012)

Form 990 (2012) HIGH MEADOWS FUND, Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	x	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	х	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for	_		
	public office? If "Yes," complete Schedule C, Part I	3		х
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect			
	dunng the tax year? If "Yes," complete Schedule C, Part II	4		х
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or			
	similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		х
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			
	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		Х
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		х
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete			
_	Schedule D, Part III	8		х
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for			
	amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV			х
10		9		
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	x	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X	10		
•	as applicable			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D,			
	Part VI	11a	х	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	х	
¢	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	х	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in			
	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		X
	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		Х
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses		ļ	x
100	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete	11f		_
120	Schedule D, Parts XI and XII	12a		х
b	Was the organization included in consolidated, independent audited financial statements for the tax year?	120		
-	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	x	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		х
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		х
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business,			
	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000			
	or more? If "Yes," complete Schedule F, Parts I and IV	14b		Х
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization			
	or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals			
4-	located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16		х
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	4.7		х
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines	17		_
.0	1c and 8a? If "Yes," complete Schedule G, Part II	18		х
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes,"	-10		
-	complete Schedule G, Part III	19		х
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		х
	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
		Form	990 (2012\

Form 990 (2012)

HIGH MEADOWS FUND, INC.

Part IV Checklist of Required Schedules (continued)

		·		
	·		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the			
	United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	х	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		x
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current			
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete	ļ		
	Schedule J	23		х
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the			
	last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete	ļ		
	Schedule K If "No", go to line 25	24a		х
Ь	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
С	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease			
	any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a			
	disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		Х
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and			
	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete	l		l
00	Schedule L, Part I	25b	<u> </u>	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified	i		x
27	person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial	26		-
	contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member			1
	of any of these persons? If "Yes," complete Schedule L, Part III	27		x
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV	<u> </u>		\vdash
	instructions for applicable filing thresholds, conditions, and exceptions)			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		х
ь	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		х
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer,			
	director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		х
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	<u> </u>	х
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation			
	contributions? If "Yes," complete Schedule M	30		
31	Did the organization liquidate, terminate, or dissolve and cease operations?	۱.,		
32	If "Yes," complete Schedule N, Part I	31	<u> </u>	х
JZ	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		x
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations	<u> 32</u>	 	 -
	sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33	ŀ	x
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and	<u> </u>		
	Part V, line 1	34	х	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		х
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity			
	within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?			
	If "Yes," complete Schedule R, Part V, line 2	36	Ļ	Х
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			
00	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	├	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		x	
	Note. All Form 990 filers are required to complete Schedule O	38 Form		(2012)
		FOIII	550	(2012)

The Enter the number reported in Box 3 of Form 1096. Enter 0- if not applicable Text Tex	Par	t V Statements Regarding Other IRS Filings and Tax Compliance Check if Schedule O contains a response to any question in this Part V			
to the number reported in Box 3 of Form 1096. Enter-O in not applicable b. Enter the number of Forms W26 chuckded in the 1st. Enter-O in Ford applicable c. Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 2st. Enter the number of employees reported on Form W3, Transmittal of Wage and Tax Statements, filled for the calendar year ending with or within the year covered by this return 3 b. If at least one is reported on line 2a, did the organization hie all required deeral employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-Me (see instructions) 3 b. If all east one is reported on line 2a, did the organization hie all required deeral employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-Me (see instructions) 3 b. If we has a filled a form 980 T for this year? If 'No,' prowde an explanation in Schedule O 3 b. If we have a filled a form 980 T for this year? If 'No,' prowde an explanation in Schedule O 3 b. If we have a filled a form 980 T for this year? If 'No,' prowde an explanation in Schedule O 4 b. If we're, has it filled a free free free filled in the schedule of the organization schedule of the organization file form 888 T? 5 b. If we're, the ine 3 of 5c, did the organization file form 888 T? 5 c. If we're, the schedule organization schedule organization file form 888 the schedule organization schedule organization schedule organization schedule organization schedule o		Concern our round of contains a response to any question in this tart v		Yes	No
c Dut the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambing) winnings to prize winners? 2 Enfer the number of employees reported on Form W3, Transmittal of Wage and Tax Statements, fled for the calendar year ending with or within the year covered by this return 8 I rat least one is reported on line 2a, did the organization file all required federal employment tax returns? 8 Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) 8 Did the organization have unrelated business greas income of \$1,000 or more dumpt the year? 9 At any time duming the calendar year, did the organization flow an interest in, or a spatiation or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 9 If Yes, "than the thing are quirements for Form 10 F 90.92.1, Report of Foreign Bank and Francial account)? 9 If Yes, "the organization have interest in or a sparty to a prohibited tax sheller transaction? 9 If Yes, "the ine Sair of Sb, did the organization file form 8886 1? 9 Ded any taxable party notify the organization file form 8886 1? 9 If Yes, "the organization have manual gross receipts that are normally greater than \$100,000, and did the organization solicition any contributions that have receive deductable as charidable contributions and party for goods and services provided to the payor? 9 If Yes, "the dide organization his cubic with every solicitation an exposes satement that such contributions or grifts were not tax deductable? 9 Organizations that may receive deductable contributions under section 170(c). 10 If Yes, "indicate the number of Forms 8282 filed during the year 10 If Yes, "indicate the number of Forms 8282 filed during the year 10 If Yes, "indicate the number of Forms 8282 filed during the year 11 In the organization received a contribution of qualified intellectual property, did the organization. Bite a	1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable			
a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, lead for the calendar year ending with or within the year covered by this return I lead for the calendar year ending with or within the year covered by this return I lead to the calendar year ending with or within the year covered by this return I lead to the calendar year ending with or within the year covered by this return I lead to the sum of lines 1 and 2 as greater than 250, you may be required to e-five (see instructions) I li 1'Yes, 1 was in filed a Form 990-Tr for this year II 1'No, *provide an explanation in Schedule O I li 1'Yes, 1 was it filed a Form 990-Tr for this year II 1'No, *provide an explanation is Schedule O I li 1'Yes, 1 was the the name of the foreign country, leb See instructions for filing requirements for Form 170 F00/22.1, Report of Foreign Bank and Financial account)? See instructions for filing requirements for Form 170 F00/22.1, Report of Foreign Bank and Financial Accounts Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? See instructions for filing requirements for Form 170 F00/22.1, Report of Foreign Bank and Financial Accounts I li 1'Yes, 1'de the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductibles a charitable contributions? If I li 1'Yes, 1'de the organization michide with every solicitation an express statement that such contributions or gifts were not tax deductible as charitable contributions and party for goods and services provided? If I li 1'Yes, 1'de the organization notify the donor of the value of the goods or services provided? If I li 1'Yes, 1'de the organization notify the donor of the value of the goods or services provided? If I li 1'Yes, 1'de the organization notify the donor of the value of the goods or services provided? If I li 1'Yes, 1'dectate the number of Forms 8882? filed during the ye	ь	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 1b 0			
Enter the number of employees reported on Form W/3, Transmittal of Wage and Tax Statements, field for the calendary year ending with or within the year covered by this required federal employment tax returns? Note, If the sum of lines 1a and 2a is greater than 250, you may be required to e-fee (see instructions) 3 bit the veganization have unreaded business gross income of \$1,000 or more dump the year? bit If Vegs, *has it field a Form 990-T for the year? If *No.* promote an explanation in Schedule O 3 bit Yes, *has it field a Form 990-T for the year? If *No.* promote an explanation in Schedule O 4 At any time dump the calendary year, did the organization have an interest in, or a spatisture or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 5 wes the organization a party to a prohibited tax sheller transaction or Schedule O 5 west the organization as party to a prohibited for that was or is a party to a prohibited tax sheller transaction? 5 west the organization in the organization field in twise or is a party to a prohibited tax sheller transaction? 5 west the organization industry that the organization field form 8886-17 6 were not tax deductible? 6 were not tax deductible? 6 organizations that may receive deductible contributions under section 170(c). 9 organizations that may receive deductible contributions under section 170(c). 10 of the organization industry with the organization industry that the organization industry of the organization industry of the organization industry of the organization industry of the organization receive a payment in excess of \$75 made party as a contribution and party for goods and services provided? 7 organizations that may receive deductible on thibutions under section 170(c). 10 of the organization receive a payment in excess of \$75 made party as a contribution or party for which it was required to the payor? 7 organization received a contribution of cars, boats, any p	С	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming			l
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b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	С	Enter the amount of reserves on hand			<u> </u>
					X
	b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		000	(0040)

Part VI Govèrnance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response

	to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions											
	Check if Schedule O contains a response to any question in this Part VI			X								
Sec	tion A. Governing Body and Management											
			Yes	No								
1a	Enter the number of voting members of the governing body at the end of the tax year 1a	7										
	If there are material differences in voting rights among members of the governing body, or if the governing											
	body delegated broad authority to an executive committee or similar committee, explain in Schedule 0.											
b	Enter the number of voting members included in line 1a, above, who are independent 1b	6										
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other	7										
	officer, director, trustee, or key employee?	2		х								
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision											
	of officers, directors, or trustees, or key employees to a management company or other person?	3	x									
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		х								
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		х								
6												
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or											
	more members of the governing body?	7a		x								
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or											
	persons other than the governing body?	7b		x								
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:											
а	The governing body?	8a	x									
b	Each committee with authority to act on behalf of the governing body?	8b	х									
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the											
	organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		х								
Sec	tion B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)											
			Yes	No								
10a	Did the organization have local chapters, branches, or affiliates?	10a		Х								
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates,											
	and branches to ensure their operations are consistent with the organization's exempt purposes?	10b										
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Х									
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	1										
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	х									
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Х									
С	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe											
	ın Schedule O how this was done	12c	х									
13	Did the organization have a written whistleblower policy?	13	Х									
14	Did the organization have a written document retention and destruction policy?	14	X									
15	Did the process for determining compensation of the following persons include a review and approval by independent											
	persons, comparability data, and contemporaneous substantiation of the deliberation and decision?											
а	The organization's CEO, Executive Director, or top management official	15a	Х									
b	Other officers or key employees of the organization	15b	Х									
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)											
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a											
	taxable entity during the year?	16a		х								
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation											
	in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's											
<u></u>	exempt status with respect to such arrangements?	16b										
	tion C. Disclosure											
17	List the states with which a copy of this Form 990 is required to be filed NONE											
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only	availab	ele									
	for public inspection. Indicate how you made these available Check all that apply.											
	Own website Another's website Upon request Other (explain in Schedule O)											
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, a	nd finar	ncial									
00	statements available to the public during the tax year.											
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organiz	ation:										
	DEBRA D. ROONEY, CPA - 802-388-3355											
232008	3 COURT STREET, MIDDLEBURY, VT 05753											

232006 12-10-12

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated

Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

(A)	(B)	(C) Position						(D)	(E)	(F)
Name and Title	Average hours per	(do	(do not check mor box, unless persor				one th an	Reportable compensation	Reportable compensation	Estimated amount of
	week	offi	cer ar	nd a d	a director/trustee)			from	from related	other
	(list any	rector						the	organizations	compensation
	hours for related	e or d	ag gg			nsated		organization (W-2/1099-MISC)	(W-2/1099-MISC)	from the organization
	organizations	trust	탈		оуев	ompe				and related
	below line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			organizations
(1) CARL FERENBACH	1.00	_	-	٦	_		<u> </u>			
PRESIDENT		х		х				0.	0.	0.
(2) SCOTT MCARDLE	1.00									
SECRETARY/TREASURER		x		x				0.	79,349.	18,956.
(3) DAVID RAHR	1.00									
DIRECTOR		x	L					0.	0.	0.
(4) DERRICK DAVIS	1.00			Г						
DIRECTOR		x						0.	0.	0.
(5) ELIZABETH BANKOWSKI	1.00									
VICE PRESIDENT		х		х				0.	0.	0.
(6) DARBY BRADLEY	1.00									
DIRECTOR		x						0.	0.	0.
(7) CAROLYN KEHLER	1.00									
DIRECTOR		х						0.	0.	0.
(8) GAYE SYMINGTON	40.00									
EXECUTIVE DIRECTOR				х				88,398.	0.	29,364.
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232007 12-10-12

Form 990 (2012)

rai	Section A. Officers, Directors, True	1	ploy	ees			ghe	st C		_				
	· (A)	(B)	(C) Position						(D)	(E)	ı		(F)	
	Name and title	Average hours per		not c	heck i	more	than		Reportable	Reportable	_ 1		tımate	
		nours per week			sspea Idad				compensation from	compensatio from related			nount (other	01
		(list any	Ē						the	organizations			pensa	ition
		hours for	Individual trustee or director				, g		organization	(W-2/1099-MIS			om the	
		related	te o I	nstee			ensate		(W-2/1099-MISC)	•	<i>^</i>	org	anızatı	ion
		organizations	al trus	Institutional trustee		loyee	Highest compens employee						d relate	
		below line)	lvidi	ttu pp	Officer	Key employee	plest	Former				orga	ınızatı	ons
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1b	Sub-total								88,398.	79,	$\overline{}$		48,	320.
	Total from continuation sheets to Part V	II, Section A							0.		0.			0.
	Total (add lines 1b and 1c)	<u> </u>					▶		88,398.	79,			48,	320.
2	Total number of individuals (including but i	not limited to th	nose	liste	ed at	DOV	e) wi	no r	eceived more than \$100	,000 of reportabl	е			,
	compensation from the organization												Yes	No
3	Did the organization list any former officer	director or to	ınta	م ار <u>د</u>	on	nnle		~-	highest componented o	mplayee en	Г		103	140
3	line 1a? If "Yes," complete Schedule J for			e, ne	y en	пріс	уее	, Oi	riignest compensated e	inployee on		3		х
4	For any individual listed on line 1a, is the s			nmn	ensa	ation	n and	d of	her compensation from	the organization	ŀ			
•	and related organizations greater than \$15	•							·	inc organization		4		х
5	Did any person listed on line 1a receive or									idual for services	ŀ	-		
	rendered to the organization? If "Yes," con					•		•				5		х
Sec	tion B. Independent Contractors	<u>-</u>									•	•		
1	Complete this table for your five highest co	ompensated in	depe	ende	ent c	onti	racto	ors 1	that received more than	\$100,000 of com	pensa	ation f	rom	
	the organization. Report compensation for	the calendar y	ear	end	ng w	vrth	or w	rithir	n the organization's tax	year.		_		
	(A)								(B)			(C		
	Name and business	address	NO	NE				_	Description of s	ervices	C	ompei	nsatio	<u>n</u>
								_						
						_		\dashv						
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2	Total number of independent contractors (including but :	not li	mita	d +^	the	ec l-	etos	d above) who received -	ore than				
~	\$100,000 of compensation from the organ	-	.Ut 11		J 10		0 0	315(above, who received h	iore triair				
	T. T. T. T. T. T. T. T. T. T. T. T. T. T	- Landerton										Form !	വവ ഗ	2012

232008 12-10-12

### 1 a Federated campaign b Membership dues c Fundraising events d Related organization e Government grants of All other contributions, similar amounts not into g Noncash contributions inclid h Total. Add lines 1a-7 2 a	atement of Reve eck if Schedule O cor		se to any question i	n this Part VIII			
Property of the components of	On the Control of the		y quoonon	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Part IV, line 18 b Less: direct expense contributions report Part IV, line 18 b Less: direct expense contributions report Part IV, line 19 b Less: cost of goods contributions of loss) 10 a Gross sales of inversand allowances b Less: cost of goods contributions of loss) 10 a Gross sales of inversand allowances b Less: cost of goods contributions of loss) Miscellaneou	ed campaigns	1a					
Part IV, line 18 b Less: direct expense contributions report Part IV, line 18 b Less: direct expense contributions report Part IV, line 19 b Less: cost of goods contributions of loss) 10 a Gross sales of inversand allowances b Less: cost of goods contributions of loss) 10 a Gross sales of inversand allowances b Less: cost of goods contributions of loss) Miscellaneou	rship dues	1b					
Part IV, line 18 b Less: direct expense contributions report Part IV, line 18 b Less: direct expense contributions report Part IV, line 19 b Less: cost of goods contributions of loss) 10 a Gross sales of inversand allowances b Less: cost of goods contributions of loss) 10 a Gross sales of inversand allowances b Less: cost of goods contributions of loss) Miscellaneou	sing events	1c					
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Property of the control of the contr		L.::-L	500,200.				
Property of the control of the contr		es 1a-1f \$		E00 200			
g Total. Add lines 2a:2 3 Investment income other similar amount 4 Income from investment 5 Royalties 6 a Gross rents b Less: rental expense c Rental income or (lo d Net rental income or 7 a Gross amount from assets other than in b Less: cost or other than and sales expenses c Gain or (loss) d Net gain or (loss) 8 a Gross income from including \$ contributions report Part IV, line 18 b Less: direct expense c Net income or (loss) 9 a Gross income from in Part IV, line 19 b Less: direct expense c Net income or (loss) 10 a Gross sales of inversional allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c	dd lines 1a-1f		Business Code	500,200.			
g Total. Add lines 2a:2 3 Investment income other similar amount 4 Income from investment 5 Royalties 6 a Gross rents b Less: rental expense c Rental income or (lo d Net rental income or 7 a Gross amount from assets other than in b Less: cost or other than and sales expenses c Gain or (loss) d Net gain or (loss) 8 a Gross income from including \$ contributions report Part IV, line 18 b Less: direct expense c Net income or (loss) 9 a Gross income from in Part IV, line 19 b Less: direct expense c Net income or (loss) 10 a Gross sales of inversional allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c			Business Code	;			
g Total. Add lines 2a:2 3 Investment income other similar amount 4 Income from investment 5 Royalties 6 a Gross rents b Less: rental expense c Rental income or (lo d Net rental income or 7 a Gross amount from assets other than in b Less: cost or other than and sales expenses c Gain or (loss) d Net gain or (loss) 8 a Gross income from including \$ contributions report Part IV, line 18 b Less: direct expense c Net income or (loss) 9 a Gross income from in Part IV, line 19 b Less: direct expense c Net income or (loss) 10 a Gross sales of inversional allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c			-				
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Deputy of the control		(ı) Real	(II) Personal				
The state of the s							
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and sales expenses c Gain or (loss) d Net gain or (loss) 8 a Gross income from including \$ contributions report Part IV, line 18 b Less: direct expense c Net income or (loss) 9 a Gross income from Part IV, line 19 b Less: direct expense c Net income or (loss) 10 a Gross sales of invert and allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c	•						
d Net gain or (loss) 8 a Gross income from the including \$ contributions report Part IV, line 18 b Less: direct expense Contributions report Part IV, line 19 b Less: direct expense Contributions report Part IV, line 19 b Less: direct expense Contributions report Part IV, line 19 b Less: direct expense Contributions report Part IV, line 19 b Less: cost of goods Contributions report Part IV, line 19 b Less: cost of goods Contributions report Part IV, line 19 b Less: cost of goods Contributions report Part IV, line 19 Miscellaneous Part IV, line 19 b Less: cost of goods Contributions report Part IV, line 19 Miscellaneous Part IV, line 19 b Less: cost of goods Contributions report Part IV, line 19 b Less: cost of goods Contributions report Part IV, line 18 b Less: direct expense Part IV, line 19 b Less: direct expense Part IV, line 19 b Less: direct expense Part IV, line 19 b Less: direct expense Part IV, line 19 b Less: direct expense Part IV, line 19 b Less: direct expense Part IV, line 19 c Net income or (loss) Miscellaneous Part IV, line 19	es expenses	7,036,73	1.				
8 a Gross income from including \$ contributions report Part IV, line 18 b Less: direct expense c Net income or (loss) 9 a Gross income from Part IV, line 19 b Less: direct expense c Net income or (loss) 10 a Gross sales of invert and allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c	(loss)	184,37	2.				
including \$ contributions report Part IV, line 18 b Less: direct expense c Net income or (loss) 9 a Gross income from Part IV, line 19 b Less: direct expense c Net income or (loss) 10 a Gross sales of invert and allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c	n or (loss)			184,372.			184,372
c Net income or (loss) 9 a Gross income from Part IV, line 19 b Less: direct expension of the Income or (loss) 10 a Gross sales of inversional allowances b Less: cost of goods c Net income or (loss) Miscellaneoum		ing events (not of					
c Net income or (loss) 9 a Gross income from Part IV, line 19 b Less: direct expensic Net income or (loss) 10 a Gross sales of inversind allowances b Less: cost of goods c Net income or (loss) Miscellaneou	utions reported on lin	ne 1c) See					
c Net income or (loss) 9 a Gross income from Part IV, line 19 b Less: direct expensic Net income or (loss) 10 a Gross sales of inversind allowances b Less: cost of goods c Net income or (loss) Miscellaneou			a				1
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b Less: direct expensic c Net income or (loss) 10 a Gross sales of inversion and allowances b Less: cost of goods c Net income or (loss) Miscellaneou		activities See					1
c Net income or (loss) 10 a Gross sales of inverse and allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c			a				1
10 a Gross sales of inversion and allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c		· · ·	b	1			
and allowances b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c		-	·				
b Less: cost of goods c Net income or (loss) Miscellaneou 11 a b c		is returns	a				
c Net income or (loss) Miscellaneou 11 a b c			ь				
Miscellaneou 11 a b c	-	lles of inventory					
b	Miscellaneous Rever		Business Code				1
с							
			_				
d All other revenue							
	r revenue						
e Total. Add lines 11a							
12 Total revenue. See ins	venue. See instructions	<u>. </u>		850,204.	0.	0.	350,004 Form 990 (2012)

Part IX | Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) Check if Schedule O contains a response to any question in this Part IX (**D**) Fundraising Do not include amounts reported on lines 6b, Total expenses Program service expenses Management and 7b, 8b, 9b, and 10b of Part VIII. general expenses expenses Grants and other assistance to governments and 692,168 692,168 organizations in the United States. See Part IV, line 21 Grants and other assistance to individuals in the United States. See Part IV, line 22 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 Benefits paid to or for members Compensation of current officers, directors, 117,761 88,321 29,440 trustees, and key employees Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) 27,370 25,046 52,416 Other salanes and wages Pension plan accruals and contributions (include 729 section 401(k) and 403(b) employer contributions) 1,550 821 8,927. 6,102 2,825 Other employee benefits 12,271. 8,031 4,240 10 Payroll taxes Fees for services (non-employees): 102,500 102,500 Management 3,706 3,706 Legal 1,790. 1,790 Accounting Lobbying Professional fundraising services. See Part IV, line 17 110,718 110,718 Investment management fees Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) 160,793 160,793 156 12 Advertising and promotion 2,735. 342 2,393 13 Office expenses Information technology 14 Royalties 16 Occupancy 2,332 1,312 3,644 17 Payments of travel or entertainment expenses for any federal, state, or local public officials 15,957. 4,033 11,924 19 Conferences, conventions, and meetings 20 Interest 21 Payments to affiliates 1,168 791 377 22 Depreciation, depletion, and amortization 1,831 1,831 23 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) 3,750. 3,750, DUES а b d All other expenses Total functional expenses. Add lines 1 through 24e 1,293,841 991,104, 302,737 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here if following SOP 98-2 (ASC 958-720)

Form 990 (2012) Fart X Balance Sheet

		Check if Schedule O contains a response to any	quest	ion in this Part X							
					(A) Beginning of year		(B) End of year				
	1	Cash - non-interest-bearing			27,364.	1	52,672.				
	2	Savings and temporary cash investments			435,729.	2	0.				
	3	Pledges and grants receivable, net				3	200.				
	4	Accounts receivable, net				4					
	5	Loans and other receivables from current and fo	mer c	officers, directors,							
		trustees, key employees, and highest compensa-	ated er	nployees Complete							
	İ	Part II of Schedule L				5					
	6	Loans and other receivables from other disquali	fied pe	rsons (as defined under							
		section 4958(f)(1)), persons described in section	4958	c)(3)(B), and contributing							
	İ	employers and sponsoring organizations of sect	ion 50	1(c)(9) voluntary		ŀ					
		employees' beneficiary organizations (see instr).	lete Part II of Sch L		6						
Assets	7	Notes and loans receivable, net				7					
Ase	8	Inventories for sale or use				8					
	9	Prepaid expenses and deferred charges			260.	9	3,950.				
	10a	Land, buildings, and equipment cost or other									
	l	basis Complete Part VI of Schedule D	10a	3,506.							
	b	Less: accumulated depreciation	10b	1,952.	2,723.	10c	1,554.				
	11	Investments - publicly traded securities				11					
	12	Investments - other securities. See Part IV, line 1	15,853,549.	12	16,128,236.						
	13	Investments - program-related See Part IV, line	11			13	1,212,536.				
	14	Intangible assets		14							
	15	Other assets. See Part IV, line 11			15						
	16	Total assets. Add lines 1 through 15 (must equa	16,319,625.	16	17,399,148.						
	17	Accounts payable and accrued expenses	14,259.	17	14,202.						
	18	Grants payable	172,500.	18	255,875.						
	19	Deferred revenue				19					
	20	Tax-exempt bond liabilities		20							
es	21	Escrow or custodial account liability Complete I	Part iV	of Schedule D		21					
Liabilities	22	Loans and other payables to current and former	office	rs, directors, trustees,		l					
ia de		key employees, highest compensated employee	s, and	disqualified persons.							
-		Complete Part II of Schedule L				22					
	23	Secured mortgages and notes payable to unrela		•		23					
	24	Unsecured notes and loans payable to unrelated		•		24					
	25	Other liabilities (including federal income tax, pa	•								
		parties, and other liabilities not included on lines	17-24) Complete Part X of		ا					
		Schedule D			106 750	25	270 077				
	26	Total liabilities. Add lines 17 through 25			186,759.	26	270,077.				
		Organizations that follow SFAS 117 (ASC 958		ck here 🕨 🗓 and							
ces		complete lines 27 through 29, and lines 33 an	a 34.		16 122 066		17 120 071				
lan	27	Unrestricted net assets			16,132,866.	27	17,129,071.				
Ba	28	Temporanly restricted net assets				28					
Ę	29	Permanently restricted net assets	CO 0E	O) abadabawa N		29					
Ē		Organizations that do not follow SFAS 117 (A	SC 95	8), check here							
s S	20	and complete lines 30 through 34.			20						
set	30	Capital stock or trust principal, or current funds	nt fund		30						
Net Assets or Fund Balances	31	Paid-in or capital surplus, or land, building, or ed Retained earnings, endowment, accumulated in				31					
Ne	32 33	•	come,	or other lunus	16,132,866.	33	17,129,071.				
	34	Total net assets or fund balances Total liabilities and net assets/fund balances			16,319,625.	34					
	J4	rotal liabilities and riet assets/fund balances			10,313,023.	34	17,399,148.				

Form **990** (2012)

Form	1990 (2012) HIGH MEADOWS FUND, INC.	20-0288123		Pa	ge 12
Pa	rt XI Reconciliation of Net Assets				
	. Check if Schedule O contains a response to any question in this Part XI			_	Х
1	Total revenue (must equal Part VIII, column (A), line 12)	1			<u>,204</u> .
2	Total expenses (must equal Part IX, column (A), line 25)	2		<u> </u>	,841.
3	Revenue less expenses. Subtract line 2 from line 1	3			,637.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4			,866.
5	Net unrealized gains (losses) on investments	5	1	,364	,842.
6	Donated services and use of facilities	6			
7	Investment expenses .	7			
8	Prior period adjustments	8			
9	Other changes in net assets or fund balances (explain in Schedule O)	9		75	,000.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33,				
	column (B))	10	17	,129	071.
Pa	rt XII Financial Statements and Reporting				_
	Check if Schedule O contains a response to any question in this Part XII				<u>Ш</u>
				Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other				
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule	О.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		х
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewe	d on a			
	separate basis, consolidated basis, or both				
	Separate basis Consolidated basis Both consolidated and separate basis				
þ	Were the organization's financial statements audited by an independent accountant?		2b	x	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separat	e basis,			
	consolidated basis, or both:				
	Separate basis				
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the	e audit,			
	review, or compilation of its financial statements and selection of an independent accountant?		2c	х	
	If the organization changed either its oversight process or selection process during the tax year, explain in Sch	edule O			
За	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Si	ngle Audit			
	Act and OMB Circular A-133?		3a		x
ь	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the requ	ired audit			
	or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3b		
			Form	990 ((2012)

SCHEDULE A

(Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Name of the organization

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Employer identification number

			WS FUND, INC.						20	-0288123			
Part I	Reason	for Public Char	ity Status (All organiz	ations mu	st complet	te this part	t.) See inst	ructions.			-		
The organ	ization is not a	a private foundation	because it is (For lines 1	through	11, check	only one b	ox.)						
1 🖳	A church, co	nvention of churche	s, or association of chur	ches desc	nbed in se	ction 170	(b)(1)(A)(i)		,				
2 🖳	A school des	cribed in section 17	'0(b)(1)(A)(ii). (Attach Sc	hedule E.)									
з 🖳	A hospital or	a cooperative hospi	tal service organization o	described	ın section	170(b)(1)	(A)(iii).						
4 📙	A medical res	search organization	operated in conjunction	with a hos	pital desci	nbed in se	ction 170	(b)(1)(A)(ii	i). Enter	the hospita	l's name	٠,	
	city, and stat	e:											
5 📖	An organizati	on operated for the	benefit of a college or ur	niversity o	wned or op	perated by	a governi	mental uni	t descnb	ed in			
	section 170	(b)(1)(A)(iv). (Comple	ete Part II.)										
6 🖳	A federal, sta	ite, or local governm	ent or governmental unit	t describe	d ın sectio	n 170(b)(1	I)(A)(v).						
7 📖	_	-	eives a substantial part	of its supp	ort from a	governme	ental unit c	r from the	general	public desc	cribed in		
	-	b)(1)(A)(vi). (Comple	•										
8	-		section 170(b)(1)(A)(vi). (•	•								
9 📖	_		eives: (1) more than 33 1							_	-		
	activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment												
			axable income (less sect	tion 511 ta	x) from bu	sinesses a	acquired b	y the orga	ınızatıon	after June	30, 1975	•	
40 🗀		509(a)(2). (Complete					500/ W						
10 X	-		perated exclusively to te	•	•			-					
11 X	-		perated exclusively for the						•			ſ	
			ations described in section		•		2). See se c	tion 509(a)(3). On	eck the box	tnat		
	a X Type		organization and compli ype II		nctionally i		_		o III. No	n-functiona	lluuntoar	otod	
еX			at the organization is not	•	•	•		, p					
•	-		han one or more publicly		-		•		•	-			
f		•	tten determination from t		•				λ(α)(1) Οι	3000001130	Ο(α)(Σ)		
•	_	rganization, check th			at 10 to to 1 y	po 1, 1 , po	п, от турс						
g		=	organization accepted ar	nv aift or c	ontribution	from anv	of the follo	owina pers	sons?				
J	-		firectly controls, either al			-		•		_	Yes	No	
		-	upported organization?						,	11g(i)		x	
	_	· ·	n described in (i) above?							11g(ii)		х	
	(iii) A 35% (controlled entity of a	person described in (i) o	or (ii) above	e7					11g(iii)		х	
h	Provide the f	ollowing information	about the supported or	ganization	(s).								
(i) Name	of supported	(ii) EIN	(iii) Type of organization		rganization			(vi) Is organizatio	the	(vii) Amoun	t of mone	etary	
	anızation		(described on lines 1-9		sted in your			(i) organiz U.S	ed in the		port	-	
			above or IRC section (see instructions))		document?		r support?		.7				
			(**************************************	Yes	No	Yes	No	Yes	No				
	COMMUNITY		L	_				ļ					
FOUNDATI	ION	22-2712160	[х		Х		Х				<u> </u>	
				1	ſ								
				 	ļ	-							
			-	<u> </u>	<u> </u>					 -			
							Ī						
	<u>-</u>		-	 	 								
				 									
Total	1											Ο.	
		duction Act Notice	, see the Instructions fo	Dr.			L	Schedul	e Δ (For	m 990 or 9	90-E71 2		
• • •	_,		,	~-				50.10001	(1 01)	555 01 5	1		

232021 12-04-12

Form 990 or 990-EZ.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Sec	tion A. Public Support						
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")						
2	Tax revenues levied for the organ-						•
	ızatıon's benefit and either paid to						
	or expended on its behalf				L		
3	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions						
	by each person (other than a						
	governmental unit or publicly						
	supported organization) included						
	on line 1 that exceeds 2% of the						
	amount shown on line 11,						
	column (f)						
6	Public support. Subtract line 5 from line 4						
Sec	tion B. Total Support						
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7	Amounts from line 4						
8	Gross income from interest,						
	dividends, payments received on						
	securities loans, rents, royalties						
	and income from similar sources						
9	Net income from unrelated business	•					
	activities, whether or not the						
	business is regularly carned on						
10	Other income. Do not include gain		ļ				
	or loss from the sale of capital						
	assets (Explain in Part IV)						
11	Total support. Add lines 7 through 10						
12	Gross receipts from related activities,	, etc. (see instructi	ons)			12	
13	First five years. If the Form 990 is for	r the organization's	s first, second, the	ird, fourth, or fifth t	ax year as a section	on 501(c)(3)	
	organization, check this box and stor						▶ □
	tion C. Computation of Publ						
14	Public support percentage for 2012 (line 6, column (f) d	livided by line 11,	column (f))		14	<u>%</u>
	Public support percentage from 2011			•		15	<u>%</u>
16a	33 1/3% support test - 2012. If the	•			14 is 33 1/3% or	more, check this bo	x and
_	stop here. The organization qualifies		•			.,	
b	33 1/3% support test - 2011. If the constant test - 2011 is the constant test - 2011.			•	a line 15 is 33 1/39	% or more, check th	is box
4-	and stop here. The organization qual	•			- 40 40: 40:		
17a	10% -facts-and-circumstances tes						
	and if the organization meets the "fac			-	•	-	ization
	meets the "facts-and-circumstances"	-	·				100/ -
b	10% -facts-and-circumstances tes	_				•	
	more, and if the organization meets the				•		,
40	organization meets the "facts-and-circ		•	•	,	•	₽ ⊢
18	Private foundation. If the organization	n did not check a	pox on line 13, 10	oa, 16b, 17a, or 17	=		
					Sch	edule A (Form 990	or 990-EZ) 2012

Part III | Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II If the organization fails to qualify under the tests listed below, please complete Part II.)

Sec	ction A. Public Support						
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received (Do not						
	ınclude any "unusual grants.")						
2	Gross receipts from admissions,						
	merchandise sold or services per-			,			
	formed, or facilities furnished in any activity that is related to the						
	organization's tax-exempt purpose		:				
3	Gross receipts from activities that						
	are not an unrelated trade or bus-						
	iness under section 513						
4	Tax revenues levied for the organ-						
	ızatıon's benefit and either paid to						
	or expended on its behalf						
5	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
6	Total. Add lines 1 through 5						
	Amounts included on lines 1, 2, and						
	3 received from disqualified persons	1				<u> </u>	
b	Amounts included on lines 2 and 3 received						
	from other than disqualified persons that	ļ					
	exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	ļ					
c	Add lines 7a and 7b						
8	Public support (Subtract line 7c from line 6)	_			Ì		
Se	ction B. Total Support			•	· · · · · · · · · · · · · · · · · · ·		
Cale	ndar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9	Amounts from line 6		, ,				
10a	Gross income from interest,						
	dividends, payments received on						
	secunties loans, rents, royalties and income from similar sources						
t	Unrelated business taxable income						
	(less section 511 taxes) from businesses						
	acquired after June 30, 1975						
	Add lines 10a and 10b						
11	Net income from unrelated business						
	activities not included in line 10b,						
	whether or not the business is regularly carned on						
12	Other income. Do not include gain						
	or loss from the sale of capital assets (Explain in Part IV)				1		
13	Total support. (Add lines 9, 10c, 11, and 12)				1		
	First five years. If the Form 990 is for	the organization's	s first, second, thir	d, fourth, or fifth t	ax year as a section	on 501(c)(3) organı	zation,
	check this box and stop here	.	•				▶□
Se	ction C. Computation of Publ	ic Support Pe	rcentage				
	Public support percentage for 2012 (column (f))		15	%
16	Public support percentage from 2011	Schedule A, Part	III, line 15			16	%
	ction D. Computation of Inves						
	Investment income percentage for 20		_	ne 13, column (f))		17	%
	Investment income percentage from		• •			18	%
	33 1/3% support tests - 2012. If the	•		on line 14, and line	e 15 is more than :	· · · · · · · · · · · · · · · · · · ·	
	more than 33 1/3%, check this box a	_		•			▶□
ŀ	33 1/3% support tests - 2011. If the		-				and
•	line 18 is not more than 33 1/3%, che	-			•		. —
20	Private foundation. If the organization		-	•		-	▶□

SCHEDULE D

(Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements
► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. ➤ Attach to Form 990. ➤ See separate instructions.

OMB No 1545-0047 Open to Public Inspection

Name of the organization

Employer identification number

	HIGH MEADOWS FUND, INC.		20-0288123
Pai	t I Organizations Maintaining Donor Advise	ed Funds or Other Similar Funds of	or Accounts. Complete if the
	organization answered "Yes" to Form 990, Part IV, line	e 6.	
		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		-
2	Aggregate contributions to (during year)		· -
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		
5	Did the organization inform all donors and donor advisors in	westing that the access hold in donor advisor	d funds
•	are the organization's property, subject to the organization's	-	Yes No
6		_	
6	Did the organization inform all grantees, donors, and donor a		
	for charitable purposes and not for the benefit of the donor of	or donor advisor, or for any other purpose co	
Pai	t II Conservation Easements. Complete if the org	representation and the state of	Yes No
			rt IV, line 7
1	Purpose(s) of conservation easements held by the organization		
	Preservation of land for public use (e.g., recreation or e	·	oncally important land area
	Protection of natural habitat	L Preservation of a certific	ed historic structure
_	Preservation of open space		
2	Complete lines 2a through 2d if the organization held a qualit	fied conservation contribution in the form of	f a conservation easement on the last
	day of the tax year.		Г—Т
			Held at the End of the Tax Year
а	Total number of conservation easements		2a
b	Total acreage restricted by conservation easements		2b
	Number of conservation easements on a certified historic str	` '	2c
ď	Number of conservation easements included in (c) acquired	after 8/17/06, and not on a historic structure	
	listed in the National Register		
3	Number of conservation easements modified, transferred, re	leased, extinguished, or terminated by the c	organization during the tax
_	year >		
4	Number of states where property subject to conservation ea		
5	Does the organization have a written policy regarding the per	•	
•	violations, and enforcement of the conservation easements i		└ Yes
6	Staff and volunteer hours devoted to monitoring, inspecting,	_	· · · —
7	Amount of expenses incurred in monitoring, inspecting, and	-	·
8	Does each conservation easement reported on line 2(d) above	ve satisfy the requirements of section 170(n	
_	and section 170(h)(4)(B)(ii)?		Yes No
9	In Part XIII, describe how the organization reports conservati	•	
	include, if applicable, the text of the footnote to the organizar	tion's financial statements that describes th	ne organization's accounting for
Pai	t III Organizations Maintaining Collections o	f Art Historical Treasures or Oth	ner Similar Assets
ı aı	Complete if the organization answered "Yes" to Form	•	ici olilliai Assets.
Id	If the organization elected, as permitted under SFAS 116 (AS		
	historical treasures, or other similar assets held for public ext		ce of public service, provide, in Part XIII,
	the text of the footnote to its financial statements that descri		
D	If the organization elected, as permitted under SFAS 116 (AS	•	·
	treasures, or other similar assets held for public exhibition, ed	ducation, or research in furtherance of publi	ic service, provide the following amounts
	relating to these items:		.
	(i) Revenues included in Form 990, Part VIII, line 1		. > \$
_	(ii) Assets included in Form 990, Part X		
2	If the organization received or held works of art, historical tre		gain, provide
	the following amounts required to be reported under SFAS 1	16 (ASC 958) relating to these items:	
	Revenues included in Form 990, Part VIII, line 1		S
b	Assets included in Form 990, Part X	•	\$

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. 232051 12-10-12

Schedule D (Form 990) 2012

Sche	dule D (Form 990) 2012 HIGH MEADOW	S FUND, INC.				20-02	288123	Pa	ge 2
	t III Organizations Maintaining C	ollections of Ar	t, Historical Tre	easures, o	or Other	Similar As	sets(conti		3
3	Using the organization's acquisition, accession		•						
	(check all that apply):		-	-	•				
а	Public exhibition	d	Loan or exch	nange progra	ams				
b	Scholarly research	е	Other						
С	Preservation for future generations								
4	Provide a description of the organization's co	ollections and explain	n how they further th	ne organizati	on's exemp	ot purpose in	Part XIII		
5	During the year, did the organization solicit or								
	to be sold to raise funds rather than to be ma	aintained as part of the	he organization's co	llection?			Yes		No
Pai	rt IV Escrow and Custodial Arrang	gements. Comple	te if the organization	n answered	"Yes" to Fo	rm 990, Part	IV, line 9, or	•	
	reported an amount on Form 990, Par	t X, line 21.							
1a	Is the organization an agent, trustee, custodii	an or other intermed	ary for contribution	s or other as	sets not in	cluded			
	on Form 990, Part X?						Yes		No
b	If "Yes," explain the arrangement in Part XIII a	and complete the fol	lowing table:						
							Amoun	t	
С	Beginning balance					1c			
d	Additions during the year					1d			
е	Distributions during the year					1e			
f	Ending balance					1f			
2a	Did the organization include an amount on Fo	orm 990, Part X, line	21?				Yes		No
	If "Yes," explain the arrangement in Part XIII							با	
Pai	t V Endowment Funds. Complete if	the organization an	swered "Yes" to For	m 990, Part	IV, line 10				
		(a) Current year	(b) Pnor year	(c) Two year		Three years b	ack (e) Fou	r years t	ack
1a	Beginning of year balance	16,132,866.	16,759,006.	15,11	B,237.	12,859,6	00. 17	,810,	111.
b	Contributions	575,200.	500,100.		0,000.	500,0	00. 1	,000,	000.
C	Net investment earnings, gains, and losses	1,714,846.	<66,507.	•	7,339.	2,617,3		,042,	501.>
d	Grants or scholarships	692,168.	621,765.	36	9,750.	531,2	50.	697,	420.
е	Other expenditures for facilities								
	and programs	298,936.	167,467.		0,256.	58,1			859.
f	Administrative expenses	302,737.	270,501.		6,564.	269,3		208,	
g	End of year balance	17,129,071.	16,132,866.	16,75	9,006.	15,118,2	37. 12	,859,	500.
2	Provide the estimated percentage of the curr	-	e (line 1g, column (a)) held as					
а	Board designated or quasi-endowment	100.00	_%						
b	Permanent endowment	%							
С	Temporanly restricted endowment ▶	%							
_	The percentages in lines 2a, 2b, and 2c shou								
3a	Are there endowment funds not in the posses	ssion of the organiza	ation that are held ar	nd administe	ered for the	organization			
	by:							Yes	No_
	(i) unrelated organizations			•			3a(i)	 	<u>x</u>
L.	(ii) related organizations		- C-b-d-1- 50				3a(ii)	х	
	If "Yes" to 3a(ii), are the related organizations	•					3b	Λ	
4 Pai	Describe in Part XIII the intended uses of the rt VI Land, Buildings, and Equipm								
ı aı	· · · · · · · · · · · · · · · · · · ·	- 1			(-) 0		(d) Dec	1	
	Description of property	(a) Cost or of basis (investm	, , ,			umulated ciation	(d) Boo	k value	
1a	Land								
	Buildings								
	Leasehold improvements								
	Equipment			3,506.		1,952.		1,	554.
	Other								
Tota	I. Add lines 1a through 1e. (Column (d) must ed	qual Form 990, Part	X, column (B), line 1	0(c))		•		1,	554.

Schedule D (Form 990) 2012

	Investments - Other Securities. See		10			-0288123	Page 3
	tion of security or category (including name of security)	(b) Book value		of valuation	Cost or en	d-of-year marke	t value
(1) Financia		(b) Book Value	(o) Metrice	or valuation.		- Or your marke	- value
	held equity interests						 -
(3) Other	ned equity interests			-			
	COMM FOUNDATION POOLED SEC	8,797,01	5. END-OF-Y	EAR MARKET	VALUE		
	SCS PORTFOLIO	7,331,22		EAR MARKET			<u>-</u>
(C)							
(D)		···-,					
(E)							
(F)							
(G)							
(H)							
(1)							
) must equal Form 990, Part X, col. (B) line 12.)	16,128,23					
Part VIII	Investments - Program Related. See	e Form 990, Part X, line	13				
	(a) Description of investment type	(b) Book value		d of valuation	Cost or en	d-of-year marke	t value
(1) HMF	MISSION RELATED INVESTMENTS	375,37	5. END-OF-Y	EAR MARKET	VALUE		
(2) VCF	VERMONT INVESTMENTS POOL	837,16	1. END-OF-Y	ear market	VALUE		
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
) must equal Form 990, Part X, col. (B) line 13.)	1,212,53	6.				
Part IX	Other Assets. See Form 990, Part X, line 1						
	(a) D	escription				(b) Book	value
(1)		···					
(2)							
(3)							
(4)							
(5)						ļ	
(6)						-	
<u>(7)</u>						 	
(8)						<u> </u>	
(9) (10)							
	nn (b) must equal Form 990, Part X, col (B) line	15)			•	 	
Part X	Other Liabilities. See Form 990, Part X, lir	no 25					
1.	(a) Description of liability	16 23.	(b) Book value				
	eral income taxes		(0) - 00				
(2)	era moome taxes						
(3)							
(4)							
(5)		-					
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
	mn (b) must equal Form 990, Part X, col. (B) line	25.)	<u> </u>	\neg			
	ASC 740) Footnote. In Part XIII, provide the text		organization's fina	ancial statem	ents that re	ports the organ	ization's
	or uncertain tax positions under FIN 48 (ASC 74						

232053 12-10-12

Schedule D (Form 990) 2012

Sche	dule C	(Form 990) 2012 HIGH MEADOWS FUND, INC.		20-02	288123 Pa	qe 4
Par	t XI	Reconciliation of Revenue per Audited Financial Staten	nents With Revenue per R	eturi		
1	Total	revenue, gains, and other support per audited financial statements		1		
2	Amou	ints included on line 1 but not on Form 990, Part VIII, line 12:				
а	Net u	nrealized gains on investments	2a			
b	Dona	ted services and use of facilities	2b]		
С	Reco	venes of pnor year grants	2c]		
d	Othe	(Describe in Part XIII)	2d			
е	Add I	ines 2a through 2d		2e		
3	Subt	act line 2e from line 1		3		
4	Amou	ints included on Form 990, Part VIII, line 12, but not on line 1:				
а	Inves	tment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Othe	(Describe in Part XIII)	4b			
С	Add I	ines 4a and 4b		4c		
		revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5		
Par	t XII	Reconciliation of Expenses per Audited Financial State	nents With Expenses per	Retu	ırn	
1	Total	expenses and losses per audited financial statements		1		
2	Ато	ints included on line 1 but not on Form 990, Part IX, line 25				
а	Dona	ted services and use of facilities	2a			
b	Pnor	year adjustments	2b			
C	Othe	losses	2c			
d	Othe	(Describe in Part XIII)	2d			
е	Add I	nes 2a through 2d		2e		
3		act line 2e from line 1		3		
4	Amou	ints included on Form 990, Part IX, line 25, but not on line 1:	1 1			
а	Inves	tment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Othe	(Describe in Part XIII)	4b	1		
		nes 4a and 4b		4c		
		expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5		
		Supplemental Information	**************************************			
		his part to provide the descriptions required for Part II, lines 3, 5, and 9; Par			2b; Part V, line 4, Pa	art
		IT XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part INE 4: FUNDS ARE DESIGNATED AND INTENDED FOR USE IN THE	to provide any additional informat	ion.		
IAKI	*, .	THE 4. FORDS ARE DESIGNATED AND INTENDED FOR USE IN THE				—
FURT	HERAI	ICE OF THE ORGANIZATION'S EXEMPT PURPOSE.				
			·			
			· · · · · · · · · · · · · · · · · · ·			—
					-	—
						—
		· · · · · · · · · · · · · · · · · · ·				—
			•			
				Sche	dule D (Form 990) 2	2012

SCHEDULE I (Form 990) Department of the Treasury Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

2012
Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

≗ □ Employer identification number 20-0288123 X Yes Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. General Information on Grants and Assistance criteria used to award the grants or assistance? Name of the organization Part

recipient that received more than \$5,000. Part II can be duplicated if additional space is needed	\$5,000. Part II can	be duplicated if additi	ional space is need	pel			
1 (a) Name and address of organization or government	(p) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ADDISON COUNTY TRANSIT RESOURCES 282 BOARDMAN STREET MIDDLEBURY, VT 05753	03-0335768	501(C)(3)	42,500.	0.			GEN. SUPPORT
AMERICAN PARMLAND TRUST 1 SHORT STREET, SUITE 2 NORTHAMPTON, MA 01060	52-1190211	501(C)(3)	12,000.	0.			GEN. SUPPORT
BIOMASS ENERGY RESOURCE CENTER 43 STATE STREET, SUITE 1 MONTPELIER, VT 05601	5856980-80	501(C)(3)	. 6,983,	0			GEN, SUPPORT
CARSHARE VERMONT 131 ST. PAUL STREET BURLINGTON, VT 05401	26-2264386	501(C)(3)	3000'08	.0			GEN, SUPPORT
CCTV CENTER FOR MEDIA & DEMOCRACY 294 NORTH WINOOSKI AVENUE, SUITES BURLINGTON, VT 05401	22-2582888	501(C)(3)	.000,2	0			GEN, SUPPORT
CENTRAL VERMONT COMMUNITY ACTION COUNCIL (CVCAC) - 195 US ROUTE 302 - BERLIN - BARRE, VT 05641	03-0216254	501(C)(3)	10,000.	0			GEN, SUPPORT

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. 24

Schedule I (Form 990) (2012)

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Schedule I (Form 990) HIGH MEADOWS FUND, INC. Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)	TUND, INC. Assistance to Go	wernments and Organ	nizations in the U	nited States (Sche	dule I (Form 990), Par		20-0288123 Page 1
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CONNECTICUT RIVER WATERSHED COUNCIL, INC 15 BANK ROW - GREENFIELD, MA 01301	04-2148397	501(C)(3)	5,000.	0			GEN. SUPPORT
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	04-6149986	501(C)(3)	5,250.	0,			GEN. SUPPORT
ENERGY ACTION NETWORK C/O VT SUSTAINABLE JOBS FUND, 3 PITKIN CT, STE 102W - MONTPELIER, VT 05602	03-0349736	501(C)(3)	10,000.	0,			GEN. SUPPORT
HIGHFIELDS CENTER FOR COMPOSTING P.O. BOX 503 HARDWICK, VT 05843	03-0365756	501(C)(3)	150,000.	0			GEN, SUPPORT
INSTITUTE FOR SUSTAINABLE COMMUNITIES - 535 STONE CUTTERS WAY - MONTPELIER, VT 05602	22-3098727	501(C)(3)	.000,00	0			GEN, SUPPORT
INTERVALE CENTER, INC. 180 INTERVALE ROAD BURLINGTON, VT 05401	03-0329656	501(C)(3)	.000,000	0.			GEN, SUPPORT
NORTHEAST ORGANIC FARMING ASSOCIATION OF VERMONT (NOFA-VT) - 14 PLEASANT STREET - RICHMOND, VT 05477	22-3260420	501(C)(3)	5,000.	.0			GEN, SUPPORT
POST OIL SOLUTIONS P.O. BOX 431 TOWNSHEND, VT 05353	03-0575791	501(C)(3)	15,000.	0			GEN, SUPPORT
RESOURCE: A NONPROPIT COMMUNITY ENTERPRISE - 266 PINE STREET - BURLINGTON, VT 05401	03-0326293	501(C)(3)	5,000.	0.			GEN. SUPPORT
							Schedule I (Form 990)

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Schedule I (Form 990) HIGH MRADOWS FUND, INC. Part II Continuation of Grants and Other Assistance to Governments	TUND, INC. Assistance to Go		nizations in the U	nited States (Sche	and Organizations in the United States (Schedule I (Form 990), Part II)		20-0288123 Page 1
(a) Name and address of organization or government	(p) EIN		(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RUTLAND AREA FARM AND FOOD LINK P.O. BOX 284 RUTLAND, VT 05702-0284	20-8283600	501(c)(3)	20,000.	0.			GEN. SUPPORT
SUSTAINABLE ENERGY RESOURCE GROUP 432 ULMAN ROAD THETFORD CENTER, VT 05075	26-0004622	501(c)(3)	5,000.	0.			GEN. SUPPORT
THIRD SECTOR NEW ENGLAND 89 SOUTH ST., #700 BOSTON, MA 02111	04-2261109	501(C)(3)	32,500.	0			GEN. SUPPORT
UVM AGROECOLOGY AND RURAL LIVELIHOODS RESRARCH GROUP - JEPPORDS HALL 117, CARRIGAN DR - BURLINGTON, VT 05405	01-0179440	501(C)(3)	37,950.	0			GEN, SUPPORT
VERMONT AGENCY OF AGRICULTURE 116 STATE STREET MONTPELIER, VT 05620	03-6000264	MUNIC.	5,000	0.			GEN. SUPPORT
VERMONT COUNCIL ON RURAL DEVELOPMENT - 43 STATE STREET, SUITES 2 & 3 - MONTPELIER, VT 05601-1384	03-0354510	501(C)(3)	20,000.	0			GEN, SUPPORT
VERMONT ENERGY INVESTMENT CORPORATION - 128 LAKESIDE AVENUE, SUITE 401 - BURLINGTON, VT 05401	03-0304418	501(C)(3)	21,485.	0.			GEN, SUPPORT
VERMONT FOODBANK, INC. 33 PARKER ROAD, WILSON INDUSTRIAL BARRE, VT 05641	22-3021942	501(C)(3)	5,000.	0.			GEN. SUPPORT
VERMONT HOUSING & CONSERVATION BOARD - 58 EAST STATE STREET - MONTPELIER, VT 05602	03-0311984	MUNIC.	18,000.	0.			GEN. SUPPORT
							Schedule I (Form 990)

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Page 1

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HIGH MEADOWS FUND, INC.

Schedule I (Form 990) (h) Purpose of grant or assistance GEN. SUPPORT SEN. SUPPORT GEN, SUPPORT (g) Description of non-cash assistance Schedule I (Form 990) HIGH MEADOWS FUND, INC.

Part II | Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.) (f) Method of valuation (book, FMV, appraisal, other) 0 (e) Amount of non-cash assistance . 。 (d) Amount of cash grant 95,000. 36,000. 10,000. (c) IRC section if applicable 03-0223731 501(C)(3) 501(C)(3) 27-1553931 501(C)(3) 03-0355283 (p) EIN VERMONT NATURAL RESOURCES COUNCIL WHITE RIVER JUNCTION, VT 05001 (a) Name and address of organization or government 64 MAIN STREET, SUITE 27 195 NORTH MAIN STREET MONTPELIER, VT 05602 MONTPELIER, VT 05602 VITAL COMMUNITIES 9 BAILEY AVENUE VTDIGGER.ORG

Schedule I (Form 990) (2012) (f) Description of non-cash assistance Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information (e) Method of valuation (book, FMV, appraisal, other) Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed (d) Amount of non-cash assistance (c) Amount of cash grant PROGRAMMATIC REPORTING BY ALL GRANTEES TO ENSURE THE APPROPRIATE USE OF SCHEDULE I, PART I, LINE 2: THE ORGANIZATION REQUIRES FINANCIAL AND (b) Number of recipients (a) Type of grant or assistance GRANTED FUNDS. 232102 12-18-12 Part III

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HIGH MEADOWS FUND, INC.

Schedule I (Form 990) (2012)

SCHEDULE 0

(Form 990 or 990-EZ)

Department of the Treasury

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or 990-EZ.

2012
Open to Public Inspection

Internal Revenue Service **Employer identification number** Name of the organization HIGH MEADOWS FUND 20-0288123 INC. FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION: VITALITY IN VERMONT FORM 990, PART VI, SECTION A, LINE 3: THE VERMONT COMMUNITY FOUNDATION PERFORMS CUSTOMARY MANAGEMENT DUTIES ON BEHALF OF THE GOVERNING BODY. FORM 990, PART VI, SECTION B, LINE 11: MANAGEMENT REVIEWS THE FORM 990 AND RELATED SCHEDULES PRIOR TO FILING AND ALSO PROVIDES A COPY OF THE TAX RETURN TO ALL BOARD MEMBERS FORM 990, PART VI, SECTION B, LINE 12C: ALL BOARD MEMBERS COMPLETE CONFLICT OF INTEREST FORMS ANNUALLY. BOARD MEMBERS ALSO DISCLOSE ANY POSSIBLE CONFLICTS OF INTEREST IF THEY ARISE DURING BOARD MEETINGS. FORM 990, PART VI, SECTION B, LINE 15: THE BOARD OF DIRECTORS CONDUCTS A THOROUGH REVIEW OF THE EXECUTIVE DIRECTOR'S TOTAL COMPENSATION PACKAGE WHICH IS COMPARED TO PEERS AT OTHER SIMILAR ORGANIZATIONS AND FOUNDATIONS. FORM 990. PART VI. SECTION C. LINE 19: THE ORGANIZATION HAS NO FORMAL POLICY SURROUNDING THE PUBLIC AVAILABILITY OF ITS GOVERNING DOCUMENTS OTHER THAN TO PROVIDE APPLICABLE DOCUMENTS UPON REQUEST. AS THE HIGH MEADOWS FUND, INC. IS PART OF A CONSOLIDATED SET OF AUDITED FINANCIAL STATEMENTS NO STAND-ALONE FINANCIAL STATEMENTS EXIST. THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS ARE AVAILABLE AT WWW.VERMONTCF.ORG.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 232211 01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization HIGH MEADOWS FUND, INC.	Employer identification number 20-0288123
REFUNDED PRIOR YEAR GRANTS	75,000.
	
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Department of the Treasury Internal Revenue Service SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. Attach to Form 990.

2012 Open to Public Inspection

OMB No 1545-0047

Employer identification number

(g) Section 512(b)(13) controlled entity? Direct controlling Yes entity Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year) 20-0288123 Direct controlling entity End-of-year assets **e** status (if section Public charity 501(c)(3)) Total income Exempt Code section 501(C)(3) ਉ Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.) Legal domicile (state or Legal domicile (state or foreign country) foreign country) VERMONT SUPPORTED ORGANIZATION Primary activity Primary activity <u>e</u> HIGH MEADOWS FUND, INC. VERMONT COMMUNITY FOUNDATION - 22-2712160 Name, address, and EIN (if applicable) Name, address, and EIN of related organization of disregarded entity 05753 Name of the organization MIDDLEBURY, VT COURT STREET Part II Part

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Schedule R (Form 990) 2012

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20-0288123

Schedule R (Form 990) 2012 HIGH MEADOWS FUND, INC.

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year) Part III

General or Percentage managing ownership partner? Schedule R (Form 990) 2012 Yes No Section 512(b)(13) controlled entity? Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year) 3 Percentage ownership Ξ Code V-UBI amount in box 20 of Schedule 4.1 (Form 1065) Share of end-of-year assets <u>6</u> ate allocations? Yes Disproportion-Ξ Share of total income Share of end-of-year assets Type of entity (C corp, S corp, or trust) <u>e</u> Share of total income (d)
(d)
(l Direct controlling entity Predominant income (related, unrelated, excluded from tax under sections 512-514) Legal domicile (state or foreign country) Ö (d)
Direct controlling
entity Primary activity <u>e</u> (c)
Legal
domicile
(state or
foreign
country) Primary activity æ Name, address, and EIN of related organization Name, address, and EIN of related organization 232162 12-10-12 Part IV

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36)

Mode Complete in 1 if any author in based or based or based of the part of the					"	1
 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? 	ns with one or more r	elated organizations listed	ın Parts II-IV?	L		2
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity				1a		×
b Gift, grant, or capital contribution to related organization(s)				1 P		×
c Gift, grant, or capital contribution from related organization(s)				2		×
d Loans or loan guarantees to or for related organization(s)				₽		×
				2		×
f Dividends from related organization(s)				÷	1	×
g Sale of assets to related organization(s)				1g		×
				£		×
i Exchange of assets with related organization(s)				;=	-	×
j Lease of facilities, equipment, or other assets to related organization(s)				=		×
k Lease of facilities equipment or other assets from related organization(s)				۽		×
	anization(s)			=	\dagger	×
m Performance of services or membership or fundraising solicitations by related organization(s)	anization(s)			<u>Ε</u>	×	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	ion(s)			۽		×
				ç		×
				,		
				=	†	١
q Reimbursement paid by related organization(s) for expenses				-	1	×
r Other transfer of cash or property to related organization(s)				1-		×
s Other transfer of cash or property from related organization(s)				18		×
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds	who must complete t	ns line, including covered	relationships and transaction thresholds			
(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	olved		
(1)						
(2)						
(6)						
(4)						
(5)						
(9)						
232163 12-10-12	33		Schedule R (Form 990) 2012	(Form	990) 2	5

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue), that was not a related organization. See instructions regarding exclusion for certain investment partnerships

Name address, and ENN Prinary activity Legal dominate Prinary activity (chicket uniformed signification of entry) Interesting the country) Interesting the country of entry Country) Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country of entry Interesting the country Interesting t	(b) (c) (d) (e)	(q)	(c)	a) (p)	(£)	(6)	Ξ	0	8	(K)
	address, and EIN of entity	Primary activity	Legal domicile (state or foreign country)	Predominant income partier (related, unrelated, 501(cexcluded from tax off)			Dispropor- tionate allocations	Code V-UBI amount in box 20 of Schedule K-1	General o managing partner?	Percentage ownership
			ı	Alles sections 12.5 14. Yes			Ves No	(1-01111 1003)	Yes No	
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Schedule R (Form 990) 2012

Schedule R	R (Form 990) 2012	HIGH MEADOWS FUND	, INC.	20-0288123	Page 5
Part VII	(Form 990) 2012 Supplemental Info	rmation			
	Complete this part to pr	ovide additional informatio	n for responses to questions on Schedule R (see inst	ructions).	
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