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

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

2013**For calendar year 2013, or tax year beginning , 2013, and ending**

Name of foundation Meadowhill Fund, Inc.		A Employer identification number 13-6140942
Number and street (or P.O. box number if mail is not delivered to street address) c/o John Rosenthal, 132 Holmes Road	Room/suite	B Telephone number (see the instructions) (802) 425-2321
City or town, state or province, country, and ZIP or foreign postal code Charlotte VT 05445		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 645,819.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)		0.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments.		154.	154.		
4 Dividends and interest from securities.		21,489.	21,489.		
5a Gross rents.					
b Net rental income or (loss).					
6a Net gain/(loss) from sale of assets not on line 10		7,911.	L-6a Stmt		
b Gross sales price for all assets on line 6a.		229,225.			
7 Capital gain net income (from Part IV, line 2).			7,911.		
8 Net short-term capital gain.					
9 Income modifications.					
10a Gross sales less returns and allowances.					
b Less: Cost of goods sold.					
c Gross profit/(loss) (att sch).					
11 Other income (attach schedule).					
12 Total. Add lines 1 through 11.		29,554.	29,554.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages.					
15 Pension plans, employee benefits.					
16a Legal fees (attach schedule).					
b Accounting fees (attach sch). L-16b Stmt.		1,525.	1,525.		0.
c Other pro fees (attach sch). L-16c Stmt.		6,149.	6,149.		0.
17 Interest.					
18 Taxes (attach schedule) (see instrs) Federal Excise Taxes.		360.	0.		0.
19 Depreciation (attach sch) and depletion.					
20 Occupancy.					
21 Travel, conferences, and meetings.					
22 Printing and publications.					
23 Other expenses (attach schedule) State Registration Fee		100.	50.		50.
24 Total operating and administrative expenses. Add lines 13 through 23.		8,134.	7,724.		50.
25 Contributions, gifts, grants paid.		65,650.			65,650.
26 Total expenses and disbursements. Add lines 24 and 25.		73,784.	7,724.		65,700.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements.		-44,230.			
b Net investment income (if negative, enter -0-).			21,830.		
c Adjusted net income (if negative, enter -0-).					

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		12,452.	317.	317.
	2	Savings and temporary cash investments		106,880.	169,885.	169,885.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule) L-10a. Stmt . .		30,765.	65,008.	67,710.
	b	Investments — corporate stock (attach schedule) . L-10b. Stmt . .		324,855.	235,432.	273,094.
	c	Investments — corporate bonds (attach schedule) . L-10c. Stmt . .		120,952.	96,031.	99,241.
	LIABILITIES	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) . . L-13. Stmt . .		49,796.	34,797.	35,572.
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		645,700.	601,470.	645,819.
17		Accounts payable and accrued expenses				
18		Grants payable				
FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds		645,700.	601,470.		
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		645,700.	601,470.		
31	Total liabilities and net assets/fund balances (see instructions)		645,700.	601,470.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	645,700.
2	Enter amount from Part I, line 27a	2	-44,230.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	601,470.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	601,470.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Publicly Traded Securities	P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 229,225.	0.	221,314.	7,911.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	7,911.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	7,911.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>	3	7,911.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	46,930.	677,800.	0.069239
2011	45,547.	687,625.	0.066238
2010	93,229.	711,461.	0.131039
2009	76,900.	678,392.	0.113356
2008	72,188.	782,933.	0.092202

2 Total of line 1, column (d)	2	0.472074
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.094415
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	668,414.
5 Multiply line 4 by line 3	5	63,108.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	218.
7 Add lines 5 and 6	7	63,326.
8 Enter qualifying distributions from Part XII, line 4	8	65,700.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	218.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	218.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	218.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	459.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	459.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	241.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	241.	Refunded	

Part VIIA Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation . . . \$ 0. (2) On foundation managers . . . \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY — New York		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of <u>John Rosenthal</u> Telephone no <u>(802) 425-2321</u> Located at <u>132 Holmes Road</u> <u>Charlotte, VT</u> ZIP + 4 <u>05445</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1 b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) <input type="checkbox"/>	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <input type="checkbox"/>	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

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

☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John Rosenthal 132 Holmes Road Charlotte VT 05445	President 5.00	0.	0.	0.
Charles Rosenthal 132 Holmes Road Charlotte VT 05445	Vice-President 2.00	0.	0.	0.
Nancy Rosenthal 132 Holmes Road Charlotte VT 05445	Treasurer 5.00	0.	0.	0.
Linda Rudy 132 Holmes Road Charlotte VT 05445	Secretary 2.00	0.	0.	0.

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

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

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	Not Applicable	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	Not Applicable	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1 a	501,982.
b	Average of monthly cash balances	1 b	176,611.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	678,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	678,593.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	10,179.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	668,414.
6	Minimum investment return. Enter 5% of line 5	6	33,421.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	33,421.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	218.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	0.
c	Add lines 2a and 2b	2 c	218.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,203.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,203.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,203.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	65,700.
b	Program-related investments — total from Part IX-B.	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,700.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	218.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,482.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				33,203.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	72,611.			
b From 2009	43,632.			
c From 2010	58,270.			
d From 2011	11,707.			
e From 2012	13,491.			
f Total of lines 3a through e	199,711.			
4 Qualifying distributions for 2013 from Part XII, line 4: $\$$ 65,700.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				33,203.
e Remaining amount distributed out of corpus	32,497.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	232,208.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	72,611.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	159,597.			
10 Analysis of line 9:				
a Excess from 2009	43,632.			
b Excess from 2010	58,270.			
c Excess from 2011	11,707.			
d Excess from 2012	13,491.			
e Excess from 2013	32,497.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

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

John Rosenthal

See Information Regarding Foundation Managers

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Adirondack Center for Writing P.O. Box 265 Paul Smiths NY 12970	N/A	501(c)(3) Pub Char	Humanities Org. - Operating Support	1,000.
Adirondack Community Trust P.O. Box 288 Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Community Foundation - Operating Support	1,000.
Adirondack Council P.O. Box D-2 Elizabethtown NY 12932	N/A	501(c)(3) Pub Char	Environmental Org. - Operating Support	250.
Adirondack Explorer 36 Church Street Saranac Lake NY 12983	N/A	501(c)(3) Pub Char	Community Org. - Operating Support	250.
Adirondack Film Society 26 Main Street Saranac Lake NY 12983	N/A	501(c)(3) Pub Char	Community Arts Org. - Operating Support	250.
Adirondack Foundation P.O. Box 288 Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Philanthropic Org. - Operating Support	10,000.
Adirondack Health Foundation 2233 SR #86 Saranac Lake NY 12983	N/A	501(c)(3) Pub Char	Human Services - Operating Support	500.
Adirondack Museum P.O. Box 99 Blue Mountain Lake NY 12812	N/A	501(c)(3) Pub Char	Cultural Org. - Operating Support	250.
Adir. Nat Conservancy / Adir. Land Trust P.O. Box 65 Keene Valley NY 12943	N/A	501(c)(3) Pub Char	Conservation Org. - Operating Support	17,500.
See Line 3a statement				34,650.
Total			3 a	65,650.
b Approved for future payment				
None				
Total			3 b	

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2013

Name <u>Meadowhill Fund, Inc.</u>	Employer Identification Number <u>13-6140942</u>
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Asset Information:

Description of Property: <u>Publicly Traded Securities</u>	
Date Acquired: . <u>Various</u>	How Acquired: . . . <u>Purchased</u>
Date Sold: . . . <u>Various</u>	Name of Buyer: . . . <u>Unrelated Third Parties</u>
Sales Price: . . . <u>229,225.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>221,314.</u>
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . <u>7,911.</u>	Accumulation Depreciation: . . . _____

Description of Property: _____	
Date Acquired: . . . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____	Accumulation Depreciation: . . . _____

Description of Property: _____	
Date Acquired: . . . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____	Accumulation Depreciation: . . . _____

Description of Property: _____	
Date Acquired: . . . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____	Accumulation Depreciation: . . . _____

Description of Property: _____	
Date Acquired: . . . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____	Accumulation Depreciation: . . . _____

Description of Property: _____	
Date Acquired: . . . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____	Accumulation Depreciation: . . . _____

Description of Property: _____	
Date Acquired: . . . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____	Accumulation Depreciation: . . . _____

Description of Property: _____	
Date Acquired: . . . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____	Accumulation Depreciation: . . . _____

Form 990-PF, Page 10, Part XV, Line 1a
Information Regarding Foundation Managers

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

Nancy Rosenthal

Charles Rosenthal

Linda Rudy

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
American Red Cross P.O. Box 96456 Washington DC 20090	N/A	501(c)(3) Pub Char	Human Services - Operating Support	Person or Business <input checked="" type="checkbox"/> 150.
Cat Assistance, Inc. P.O. Box 539 Ardsley NY 10502	N/A	501(c)(3) Pub Char	Animal Welfare Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 3,000.
Champlain College 163 So. Willard Street Burlington VT 05401	N/A	501(c)(3) Pub Char	Educational Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 5,000.
The Charlotte Land Trust P.O. Box 43 Charlotte VT 05445	N/A	501(c)(3) Pub Char	Conservation Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 2,500.
The Charlotte News P.O. Box 251 Charlotte VT 05445	N/A	501(c)(4) Community Org	Community Development - Educational Content	Person or Business <input checked="" type="checkbox"/> 250.
Charlotte Senior Center 212 Ferry Road Charlotte VT 05445	N/A	501(c)(3) Pub Char	Human Services Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 150.
Committee on Temporary Shelter P.O. Box 1616 Burlington VT 05402	N/A	501(c)(3) Pub Char	Human Services Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
The Flynn Theater 153 Main Street Burlington VT 05401	N/A	501(c)(3) Pub Char	Performing Arts Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
High Peaks Hospice 309 County Route 47 #3 Saranac Lake NY 12983	N/A	501(c)(3) Pub Char	Health & Welfare Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 200.
Hinesburg Artist Series P.O. Box 286 Hinesburg VT 05461	N/A	501(c)(3) Pub Char	Arts & Humanities - Operating Support	Person or Business <input checked="" type="checkbox"/> 250.
Lake Placid Center for the Arts 17 Algonquin Drive Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Arts & Humanities - Operating Support	Person or Business <input checked="" type="checkbox"/> 13,300.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Lake Placid Volunteer Ambulance Service 388 Mill Pond Drive Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Community Svc. Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
Lake Placid / North Elba Historical Society P.O. Box 189 Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Cultural Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
Land Trust Alliance 1660 L Street NW #1100 Washington DC 20036	N/A	501(c)(3) Pub Char	Conservation Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
Lyric Theater 55 Leroy Road Williston VT 05495	N/A	501(c)(3) Pub Char	Community Arts Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
Middlebury College P.O. Box 1 Middlebury VT 05753	N/A	501(c)(3) Pub Char	Educational Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 1,000.
North Country Public Radio St. Lawrence University Canton NY 13617	N/A	501(c)(3) Pub Char	Arts & Humanities - Operating Support	Person or Business <input checked="" type="checkbox"/> 1,000.
North Elba Land Conservancy P.O. Box 985 Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Conservation Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 500.
Northwood School 92 Northwood Road Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Educational Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
Placid Lake Foundation P.O. Box 1250 Lake Placid NY 12946	N/A	501(c)(3) Pub Char	Conservation Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 500.
Shelburne Museum P.O. Box 10 Shelburne VT 05482	N/A	501(c)(3) Pub Char	Arts & Humanities - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
Skidmore College 815 North Broadway Saratoga Springs NY 12866	N/A	501(c)(3) Pub Char	Educational Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 500.
Middlebury Town Hall Theater P.O. Box 128 Middlebury VT 05753	N/A	501(c)(3) Pub Char	Performing Arts Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.
Town of Charlotte, Vermont P.O. Box 119 Charlotte VT 05445	N/A	501(c)(3) Government	Governmental Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 2,500.
United Way 701 North Fairfax Alexandria VA 22314	N/A	501(c)(3) Pub Char	Human Services Org. - Operating Support	Person or Business <input checked="" type="checkbox"/> 2,200.
Vermont Humanities Council 11 Loomis Street Montpelier VT 05602	N/A	501(c)(3) Pub Char	Arts & Humanities - Operating Support	Person or Business <input checked="" type="checkbox"/> 100.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Vermont Public Radio			Arts & Humanities -	Person or <input type="checkbox"/>
365 Troy Avenue	N/A	501(c)(3)	Operating Support	Business <input checked="" type="checkbox"/>
Colchester VT 05446		Pub Char		140.
Organizations receiving			Various -	Person or <input type="checkbox"/>
less than \$100.	N/A	501(c)(3)	Operating Support	Business <input checked="" type="checkbox"/>
		Pub Char		510.

Total

34,650.Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wallace W. Tapia, P.C.	Accounting & Tax Return Prep	1,525.	1,525.		0.
Total		<u>1,525.</u>	<u>1,525.</u>		<u>0.</u>

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
M. Kraus & Company	Investment Management Services	6,149.	6,149.		0.
Total		<u>6,149.</u>	<u>6,149.</u>		<u>0.</u>

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
U.S. Government Obligations			65,008.	67,710.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Continued

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Total			<u>65,008.</u>	<u>67,710.</u>

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
700sh General Electric	22,890.	19,621.
300sh Kraft Foods Group	13,929.	16,173.
250sh PepsiCo Inc.	15,775.	20,735.
200sh Procter & Gamble	11,258.	16,282.
200sh Merck & Company	8,686.	10,010.
1,000sh Pfizer Inc.	24,062.	30,630.
150sh ChevronTexaco	5,275.	18,736.
250sh Kinder Morgan, Inc.	9,426.	9,000.
850sh Spectra Energy	21,407.	30,277.
1,000sh Ameriprise Financial Pfd Call 6/15/14	25,636.	25,650.
1,000sh Citigroup Cap Ser IX 6%	25,020.	25,100.
1,000sh Countrywide Capital IV 6.75%	24,733.	24,890.
1,000sh Vornado Realty 7.875% Call 10/1/14	27,335.	25,990.
Total	<u>235,432.</u>	<u>273,094.</u>

Form 990-PF, Page 2, Part II, Line 10c
L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
10,000 McKesson Corporation 6.5% Due 2/15/14	10,340.	10,064.
15,000 Goldman Sachs Group 3.3% Due 5/3/15	15,127.	15,449.
15,000 JB Hunt Transport 3.375% Due 9/15/15	14,915.	15,560.
20,000 Anheuser-Busch Companies 5.6% Due 3/1/17	20,739.	22,380.
10,000 Adobe Systems Inc. 4.75% Due 2/1/20	10,158.	10,866.
10,000 Amgen Incorporated 3.345% Due 10/1/20	9,700.	10,156.
15,000 J.P. Morgan Chase Step Coupon 3.5%	15,052.	14,766.
Total	<u>96,031.</u>	<u>99,241.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
20,000 GE Capital Financial CD 3.15% Due 10/31/14	19,892.	20,463.
15,000 Sallie Mae Bank CD 1.35% Due 10/3/16	14,905.	15,109.
Total	<u>34,797.</u>	<u>35,572.</u>