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Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service Do not enter Social Security numbers on this form as it may be made public.
 Information about Form 990 and its instructions is at www.irs.gov/form990

For the 2013 calendar year, or tax year beginning and ending Check if applicable C Name of organization D Employer identification number Address change HIGH MEADOWS FUND. Name change 20-0288123 Doing Business As Initial return Number and street (or P.O. box if mail is not delivered to street address) E Telephone number Termin-ated C/O VERMONT COMMUNITY FOUNDATION 3 COURT ST. 802-388-3355 4,267,435 City or town, state or province, country, and ZIP or foreign postal code G Gross receipts \$ Applica-tion MIDDLEBURY, VT 05753 H(a) Is this a group return pending F Name and address of principal officer. CARL FERENBACH for subordinates? SAME AS C ABOVE H(b) Are all subordinates included? Tax-exempt status: X 501(c)(3) 501(c) (4947(a)(1) or 527)◀ (insert no.) If "No," attach a list. (see instructions) J Website: Www.HIGHMEADOWSFUND.ORG **H(c)** Group exemption number ▶ K Form of organization: X Corporation Trust Association Other > L Year of formation: 2003 M State of legal domicile: VT Part I | Summary Briefly describe the organization's mission or most significant activities. THE HIGH MEADOWS FUND PROMOTES A Activities & Governance HEALTHY NATURAL ENVIRONMENT WHILE ENCOURAGING LONG-TERM ECONOMIC Check this box I if the organization discontinued its operations or disposed of more than 25% of its net assets Number of voting members of the governing body (Part VI, line 1a) 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 6 Total number of volunteers (estimate if necessary) 6 0. 7a 7 a Total unrelated business revenue from Part VIII, column (C), line 12 0. b Net unrelated business taxable income from Form 990-T, line 34 **Prior Year Current Year** 8 Contributions and grants (Part VIII, line 1h) 500,200 515,300. Revenue 0 0 Program service revenue (Part VIII, line 2g) 350,004 554,020. Investment income (Part VIII, column (A), lines 3, 4, and 7d) 0 0 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 850,204 1,069,320. Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 692,168 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 1,232,030. Benefits paid to or for members (Part IX, column (A), line 4) 0. 192,925 199,211. Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 1 e) 0. b Total fundraising expenses (Part IX, column (D), line 25)

17 Other expenses (Part IX, column (A), lines 2 (a) 13 d (3) 24e) 408.748 309 085. SCANTED DEC 2 2 2014 Total expenses. Add lines 13-17 (must equal Part IX column (A), line 25) 1,293,841 1,740,326, Revenue less expenses. Subtract line 18 from line 12 <443,637 <671,006. **Beginning of Current Year** End of Year 17,399,148 18,945,705, Total assets (Part X, line 16) 270,077 Total liabilities (Part X, line 26) 445,229, 17,129,071 18,500,476, Net assets or fund balances. Subtract line 21 from line 20 Part II Signature Block Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is

true, correct, and complete. Declaration of preparer (other than efficer) is based on all information of which preparer has any knowledge. Kerns Signature of officer Sign TOM ROBERTS, SECRETARY/TREASURER Here Type or print name and title Preparer's signature Print/Type preparer's name Paid MARY KAY CURTISS P10551484 Preparer BLUM, SHAPIRO & COMPANY, P.C., Firm's EIN ь 06-1009205 Firm's name Use Only Firm's address 29 S. MAIN STREET, P.O. BOX 272000 Phone no.860-561-4000 WEST HARTFORD CT 06127-2000 X Yes May the IRS discuss this return with the preparer shown above? (see instructions)

332001 10-29-13 LHA For Paperwork Reduction Act Notice, see the separate instructions.

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Form **990** (2013)

<u>Form</u>	990 (2013) HIGH MEADOWS FUND, INC.	20-0288123 Page 2
Par	t III Statement of Program Service Accomplishments	
	Check if Schedule O contains a response or note to any line in this Part III	
1	Briefly describe the organization's mission.	
	THE HIGH MEADOWS FUND PROMOTES A HEALTHY NATURAL ENVIRONMENT WHILE	
	ENCOURAGING LONG-TERM ECONOMIC VITALITY IN VERMONT.	
2	Did the organization undertake any significant program services during the year which were not listed on	
	the prior Form 990 or 990-EZ?	Yes X No
	If "Yes," describe these new services on Schedule O.	<u></u>
3	Did the organization cease conducting, or make significant changes in how it conducts, any program services?	Yes X No
	If "Yes," describe these changes on Schedule O.	
4	Describe the organization's program service accomplishments for each of its three largest program services, as	s measured by expenses.
	Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to other	ers, the total expenses, and
	revenue, if any, for each program service reported.	·
4a	(Code) (Expenses \$ 1,371,254. including grants of \$ 1,232,030.) (Reven	ue\$)
	GRANTMAKING - HIGH MEADOWS FUND, INC. MAKES GRANTS TO VARIOUS	
	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.	
		····
	·	
	57.245	
4b	(Code	ue \$)
	RESEARCH - HIGH MEADOWS FUND, INC. OCCASIONALLY COMMISSIONS RESEARCH TO	
	BETTER UNDERSTAND THE BARRIERS TO IMPROVING THE ENERGY EFFICIENCY IN	
	HOMES OR MARKETS FOR HIGHLY ENERGY EFFICIENT NEW HOMES. THUS HIGH	n
	MEADOWS FUND, INC. OCCASIONALLY RETAINS CONTRACTORS AND CONSULTANTS TO	
	UNDERTAKE THIS RESEARCH.	
4c	(Code) (Expenses \$	nue \$)
	CONVENING FOCUS GROUPS - HIGH MEADOWS FUND, INC. CONVENES STAKEHOLDERS	
	TO COORDINATE SERVICES AND SHARE LEARNING. FOR EXAMPLE, IN 2013, 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 \$	1
	Total program service expenses 1,430,344.	<u> </u>
	rotal program dol tido experiedo p	

Form 990 (2013) HIGH MEADOWS FUND, INC. Part IV Checklist of Required Schedules

1 la the organization described in section 501(x)(3) or 49x7(x)(1) (other than a private foundation)? 1		•		Yes	No
If Yes, Complete Schedule A 2 2 2 2 2 2 2 2 2	1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?			
3 Dut the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public offered if "Yes," complete Schedule C, Part II 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(i)(i) election in effect during the tax year? If "Yes," complete Schedule C, Part III 5 Is the organization as section 501(c)(i), 501(c)(is), or 501(c)(is) organization that receives membership diuss, assessments, or similar amounts as delined in Revenue Procedure 98-197 If "Yes," complete Schedule C, Part III 5 Did the organization invaries 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 II 6 Did the organization received in Old a conservation assement, including assements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 7 Did the organization report an amount in Part X, ine 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 negotistion services? If "Yes," complete Schedule D, Part IV 10 Did the organization server or may of the following questions is "Yes," then complete Schedule D, Part V, as applicable. 10 Did the organization server or may of the following questions is "Yes," then complete Schedule D, Part V, as applicable. 11 Did the organization report an amount for existements - other securities in Part X, line 10? If "Yes," complete Schedule D, Part V, as applicable. 12 Did the organization report an amount for existements - other securities in Part X, line 10? If "Yes," complete Schedule D, Part X, as applicable. 12 Did the organization report an amount of existements - other securities in Part X, line 10? If "Yes," complete Schedule D, Part X, a			1	x	
public office? If "Yes," complete Schedule C, Part II Section SOI(R) arganizations. Did the organization engage in liobbying activities, or have a section SOI(R) election in effect during the tax year? If "Yes," complete Schedule C, Part III Is the organization a section SOI(R)(S), SOI(R)(S), or SOI(R)(S),	2	·	2	Х	
during the tax year? If "Yes," complete Schedule C, Part II Is the organization a section \$61(c)(4), 501(c)(6), or \$61(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 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advise on the distribution or investment of amounts in such funds or accounts for which donors have the right to provide advise on the distribution or investment of amounts in such funds or accounts for which donors have the right to the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historical adversary of the environment of the following questions is 1945; if the organization report an amount for investments - other securities in Part X, line 10? If "Yes," complete Schedule D, Part X in the environment of the securities of the environment of the part X in the securities of	3		3		x
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 95.197 if "yes," complete Schedule C, Part II put 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 for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts for which donors have the night to provide advice on the distribution or end of the companies of the complete Schedule D, Part II and the environment, instoric land areas, or historic structures? If "yes," complete Schedule D, Part II and the environment, instoric land areas, or historic structures? If "yes," complete Schedule D, Part II and the environment, in Part X, line 21, for escrow or custodial account hability, 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," or provide credit counseling, debt management, credit repair, or debt negotiation services? If "yes," or quasi-endowments? If "yes," complete Schedule D, Part V as a applicable. 10 bid the organization report an amount for investments in the service of the complete Schedule D, Part V as a applicable. 11 bid the organization report an amount for investments - program related in Part X, line 10? If "yes," complete Schedule D, Part X as assets reported in Part X, line 16? If "yes," complete Schedule D, Part X as assets reported in Part X, line 16? If "yes," complete Schedule D, Part X as assets reported in Part X, line 16? If "yes," complete Schedule D, Part X as assets reported in Part X, line 16? If "yes," complete Schedule D, Part X as assets reported in Part X, line 16? If "yes," c	4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect			
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7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? // "Yes," complete Schedule D, Part I/! 8 Did the organization maintain collections of works of air, historical treasures, or other similar assets? // "Yes," complete Schedule D, Part I/! 9 Did the organization or port 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? // "Yes," complete Schedule D, Part I/! 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? // "Yes," complete Schedule D, Part V I/! 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Part SV I/! 12 Did the organization report an amount for investments - other securities in Part X, line 10? // "Yes," complete Schedule D, Part V/! 13 Did the organization report an amount for investments - other securities in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? // "Yes," complete Schedule D, Part V/! 14 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? // "Yes," complete Schedule D, Part X/! 15 Did the organization report an amount for other assets in Part X, line 25? // "Yes," complete Schedule D, Part X I/! 16 Did the organization other separate or consolidated financial statements for the tax year include a footnote that addresses the organization or separate in a mount for other liabilities in Part X, line 25? // "Yes," complete Schedule D, Part X I/! 17 Did the organization or port an amount for other liabilities in Part X, line 25? // "Yes," complete Schedule D, Part X I/! 18 Did the organization or port of Part IX, col	6	,			
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If "Yes," complete Schedule D, Part IV 10 10 10 10 10 10 10 1	3	•			
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 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VIII, VIII, III, IX, or X as applicable. Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI VI Did the organization report an amount for investments of their 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 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 Did the organization or part 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 VIII Did the organization report an amount for other assets in Part X, line 25? If "Yes," complete Schedule D, Part X Did the organization report an amount for other assets in Part X, line 25? If "Yes," complete Schedule D, Part X Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X Did the organization obtain separate or consolidated financial statements for the tax year? If "Yes," complete Schedule D, Part X A and XII Was the organization included in consolidated independent audited financial statements for the tax year? If "Yes," and if the organization included in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule D, Part X I and XII is optional Is the organization included in consolidated in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E, Parts II and IV Did the organization maintain an office, employees, or agents outside of the United States? Did the organization report on Par			9		x
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Form 990 (2013) HIGH MEADOWS FUND, INC. Part IV Checklist of Required Schedules (continued)

21 Dut the organization report more than \$5,000 of grants or other assistance to any domestic organization or part IX, column (A), line 17 If "yes," complete Schedule I, Part I and III and III duting the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 27 If "yes," complete Schedule I, Part I and III and I		•		Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 27 if "Yes," complete Schedule I, Parts I and III 22 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 Schedule Schedule II. It is a second of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule II. If "Yes," for the 25b Did the organization was that you proceeds of tax-exempt bonds beyond a temporary period exception? I bid the organization maintain an escrow account other than a refunding secrow at any time during the year to defease any tax-exempt bonds. I bid the organization and an an excess benefit transaction with a disqualified person during the year? I bid the organization and the air "on behalf of" issuer for bonds outstanding at any time during the year? I bid the organization are the air "on behalf of" issuer for bonds outstanding at any time during the year? Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person or a price of any of the separation of the section 501(c)(3) and 501(c)(4) organizations. Did the organization are a price period or any of the enganization specific forms 590 or 950-527 if "Yes," complete Schedule I, Part IV Did the organization report any amount on Part X, Ine 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, authority or employee thereof a grant and or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof a grant and or other assistance to an officer, director, trustee, in a specific price or a	21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or			
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23 Dot 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 Schedule I, Part IV instructions for applicable filing thresholds, conditions, and exceptions): 24 Dot 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 240 through 24d and complete Schedule II. If you to line 25a Dot the organization meantain an escrow account other than a refunding secrow at any time during the year to defease any tax-exempt bonds? 24 Dot the organization and at as an "on behalf of" issuer for bonds outstanding at any time during the year? 25 Section 501(63) and 501(63) do rganizations. Did the organization engage in an excess benefit transaction with a disqualified person of uring the year? If "Yes," complete Schedule I, Part I I 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 or payables to any current or former officers, directors, trustees, key employees, lightest complete Schedule I, Part IV instructions for applicable full or or other assistance to an officer, director, trustee, key employee, substantial contribution or employee thereof, a grant selection committee member, or to a 55% controlled entity or family member of any of these persons? If "Yes," complete Schedule I, Part IV instructions for applicable filing thresholds, conditions, and exceptions); 28 A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule II, Part IV instructions for applicable filing thresholds, conditions, and exceptions? 29 Dot the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule II, Part IV instruc	22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX,			
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sections 301 7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I 33	33		32	 	
Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? 35a X 35a X 35b X 35b X 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? 36 If "Yes," complete Schedule R, Part V, line 2 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization 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? Note. All Form 990 filers are required to complete Schedule O			33		l _x
Part V, line 1 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? 35a X X 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 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 X 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization 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? Note. All Form 990 filers are required to complete Schedule O	34	· · · · · · · · · · · · · · · · · · ·	 33		
Did the organization have a controlled entity within the meaning of section 512(b)(13)? 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 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 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O 38 X	•		34	x	
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 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 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O 38 X	35a			-	x
within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 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 X 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O 38 X					
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	_	· · · · · · · · · · · · · · · · · · ·	35h		
If "Yes," complete Schedule R, Part V, line 2 36	36	•	<u> </u>		
Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI 37	-	· · · · · · · · · · · · · · · · · · ·	36		x
and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI 37	37				
Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O 38 X		· · · · · · · · · · · · · · · · · · ·	37		х
Note. All Form 990 filers are required to complete Schedule O	38	•			
			38	х	
			Form	990	(2013)

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	990 (2013) HIGH MEADOWS FUND, INC. 20-0288123	·	_P	age 5
Par				
	Check if Schedule O contains a response or note to any line in this Part V		Г	<u> </u>
4	Estantia auralian del Paul del Estando Catano de Santa del Santa d		Yes	No
	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable			
	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 1b	4	}	
C	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming		l	
_	(gambling) winnings to prize winners?	1c	Х	-
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements,			
	filed for the calendar year ending with or within the year covered by this return	4	۱	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
_	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a			
	financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
Ь	If "Yes," enter the name of the foreign country:			
_	See instructions for filing requirements for Form TD F 90-22.1, 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?	5a		X
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		Х
	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit	_		
_	any contributions that were not tax deductible as charitable contributions?	6a	├	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts	١		
_	were not tax deductible?	6b		-
7	Organizations that may receive deductible contributions under section 170(c).	l _	1	x
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		-	
	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	-	
C	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	70		x
a		7c		-
	If "Yes," indicate the number of Forms 8282 filed during the year Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	1	x
e f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	_	x
	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	_	
g	If the organization received a contribution of qualified intellectual property, and the organization file a Form 1098-C?	7 <u>9</u> 7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting			-
	organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	İ	x
9	Sponsoring organizations maintaining donor advised funds.	Ť		
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	Section 501(c)(7) organizations. Enter.			
а	Initiation fees and capital contributions included on Part VIII, line 12	1		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	1		i
11	Section 501(c)(12) organizations. Enter:	1		
а	Gross income from members or shareholders 11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against	1		
	amounts due or received from them)			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
	If "Yes," enter the amount of tax-exempt interest received or accrued during the year			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	<u>L</u>		<u></u>
а	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note. See the instructions for additional information the organization must report on Schedule O.	-		
b	Enter the amount of reserves the organization is required to maintain by the states in which the			
	organization is licensed to issue qualified health plans	1		
С	Enter the amount of reserves on hand 13c	<u> </u>	<u> </u>	ļ
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	1	х

b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O

Form 990 (2013)

HIGH MEADOWS FUND, INC.

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Page
Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response or changes in Schedule O. See instructions.

	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 or note to any line in this Part VI			Х
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	3		
	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 O.			
b	Enter the number of voting members included in line 1a, above, who are independent	7		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other	1		
	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	х	
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	Did the organization have members or stockholders?	6		х
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		х
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or	<u> </u>		
	persons other than the governing body?	7b		х
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	<u> </u>		
	The governing body?	8a	х	
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	<u> </u>		
_	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	
	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	х	
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.			
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	х	
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		į	
	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			
	ın joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's			
	exempt status with respect to such arrangements?	16b		
Sec	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)	avaılat	le	
	for public inspection. Indicate how you made these available. Check all that apply.			
	Own website Another's website X 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, ar	nd finai	ncial	
	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 organization	tion.	_ _	
	DEBRA D. ROONEY, CPA - 802-388-3355			
	3 COURT STREET, MIDDLEBURY, VT 05753			

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HIGH MEADOWS FUND, INC.

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

Check if Schedule O contains a response or note to any line 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.
- 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)			(0	C)			(D)	(E)	(F)
Name and Title	Average	Position (do not check more than or		one	Reportable	Reportable	Estimated			
	hours per	box	, unle	ss pe	rson	is bot or/trus	h an	compensation	compensation	amount of
	week (list any	⊢	1			1	100,	from the	from related organizations	other
	hours for	Individual trustee or director				-		organization	(W-2/1099-MISC)	compensation from the
	related	tee or	ıstee			ansate		(W-2/1099-MISC)	(** = * * * * * * * * * * * * * * * * *	organization
	organizations	al trus	nal tri		loyee	omp.				and related
	below	Imqu	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			organizations
(1) CARL FERENBACH	line)	₹	E	₹	Xe.	₹5	훈			
PRESIDENT	1.00	x	l	x				0.	0.	
(2) ELIZABETH BANKOWSKI	1.00	Ĥ	┢	<u> </u>	-	├			0.	0
VICE PRESIDENT	1.00	x		x				0.	0.	0
(3) SCOTT MCARDLE	1.00	1	├	Ĥ	┢╌	\vdash	<u> </u>	· · ·		·
SECRETARY/TREASURER	39.00	$\frac{1}{x}$	1	x				0.	86,268.	16,530
(4) DAVID RAHR	1.00	 	 	 	H	\vdash		•		20,000
DIRECTOR		x						٥.	0.	0
(5) DERRICK DAVIS	1.00	†	一	1	1	 				
DIRECTOR		x						0.	0.	0
(6) DARBY BRADLEY	1.00				1					
DIRECTOR		x		l				0.	0.	0
(7) CAROLYN KEHLER	1.00				İ					
DIRECTOR		х						0.	0.	0
(8) CANDACE PAGE	1.00									
DIRECTOR		x						0.	0.	0
(9) GAYE SYMINGTON	40.00									
EXECUTIVE DIRECTOR				Х				89,029.	0.	29,923
		1					Ì			
		<u> </u>	ļ	<u> </u>	<u> </u>	ļ	<u> </u>			
	<u> </u>	4					1			
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	_	1								
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		1_	\perp	L	L_{-}		L			

	Total off the Officer of Trus	tees, itey Em	Pio,	CCS	, air	4 !!!	9	<u> </u>	compensated Employe	es (continues)				
	. (A) Name and title	(B) Average hours per week	ю́ох	Position (do not check more than one box, unless person is both an officer and a director/trustee)		(D) Reportable compensation	(E) Reportable compensation	ļ	(F) Estimated amount of					
		(list any hours for related organizations below line)	tee or director	Institutional trustee	Officer	Key employee	Highest compensated employee		from the organization (W-2/1099-MISC)	from related organizations (W-2/1099-MISC		other compensation from the organization and related organizations		
		, , , , , , , , , , , , , , , , , , ,	<u> </u>	<u> </u>	0	×	= =	<u> </u>			\dagger			
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			<u> </u>		ļ			Ļ	00.000	00.00				453
	Sub-total Total from continuation sheets to Part V	II, Section A						>	89,029.	86,26	0.		46	453. 0.
<u>d</u>	Total (add lines 1b and 1c)							<u> </u>	89,029.	86,26	8.	. 46,453		
2	Total number of individuals (including but recompensation from the organization	ot limited to th	nose	liste	ed a	bov	e) w	ho r	eceived more than \$100	0,000 of reportable				c
													Yes	No
3	Did the organization list any former officer, line 1a? If "Yes," complete Schedule J for s			e, ke	ey er	mplo	oyee	, or	highest compensated e	mployee on		3	;	х
4	For any individual listed on line 1a, is the si	um of reportab	le c							the organization				
5	and related organizations greater than \$15 Did any person listed on line 1a receive or									idual for services	\vdash	4		х
	rendered to the organization? If "Yes," com	nplete Schedui	le J i	for s	uch	per	son				<u> </u>	5		х
1	tion B. Independent Contractors Complete this table for your five highest co	mpensated in	dep	ende	ent o	cont	ract	ors 1	that received more than	\$100,000 of comp	ensa	tion f	rom	
	the organization Report compensation for								n the organization's tax	-				
	(A) Name and business	address	NO	NE					(B) Description of s	services	Со	(C ompe	;) nsatio	n
														_
													_	
									, <u> </u>					
	Total number of independent contractors	upoludina bi ± -	204 1	meta		, +h -	noo !	oto	d above) who received	noro than				
2	Total number of independent contractors (-	IUL II	шис	iu iC	, 1110	/ಎಆ II	ist#(above) who received r	nore triair				

			2013) HIGH ME		FUND,	INC.			20-0288123	Page 9
Pa	rt V	/111	Statement of Reve	nue			-			
			. Check if Schedule O conf	tains a re	esponse	or note to any lin				
							(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
nts nts	1	а	Federated campaigns		1a					
ina Ioni			Membership dues		1b					1
is, (Am		С	Fundraising events	-	1c					1
Giff		d	Related organizations		1d					
JS,		е	Government grants (contribut	tions)	1e					
ition er S		f	All other contributions, gifts, gran	nts, and			1			
Contributions, Gifts, Grants and Other Similar Amounts			similar amounts not included abo	ve	1f	515,300.				
ont od (g	Noncash contributions included in lines	s 1a-1f-\$_						
ă Č		h	Total. Add lines 1a-1f				515,300.			
						Business Code				
ice	2	а								
er.		b					 -			
m S ven		C								
gra Re		d								
Program Service Revenue		e	All other program converses							
		۱ ~	All other program service reversely. Add lines 2a-2f	enue						
	3	9	Investment income (including	dividen	de inte					
			other similar amounts)	dividen	do, nito	LOSE, AND	143,849.		•	143,849
	4		Income from investment of ta	ıx-exemr	at bond	proceeds				
	5		Royalties			,				
	_		,	(0)	Real	(II) Personal	-			
	6	а	Gross rents	, , , , , , , , , , , , , , , , , , ,		\\(\)		1		
		b	Less. rental expenses							
			Rental income or (loss)					ł		
		d	Net rental income or (loss)	•		•				
	7	а	Gross amount from sales of	(i) Se	curities	(II) Other	**		· · · · ·	
			assets other than inventory	3,6	08,286					
		b	Less. cost or other basis							
			and sales expenses		98,115					
		С	Gain or (loss)	4	10,171					
			Net gain or (loss)		-	>	410,171.			410,171.
ne	8	а	Gross income from fundraising	_						
Revenue			including \$		of					
Re			contributions reported on line	e 1c). Se				1		
Other		_	Part IV, line 18							
ŏ			Less direct expenses Net income or (loss) from fund	draicisc		•				
			Gross income from gaming a	_						-
	•	u	Part IV, line 19	Clivilies.		<u>.</u>				
		b	Less: direct expenses							
			Net income or (loss) from gan	nına actı		•				
			Gross sales of inventory, less	-			· • ·			-
			and allowances			a				
		b	Less. cost of goods sold		· . I	0				
		С	Net income or (loss) from sale	es of inv	entory	•				
			Miscellaneous Revenu			Business Code				
	11	а					.			
		b								
		С								
			All other revenue							
		е					1 000 300			
	12		Total revenue. See instructions.			🕨	1,069,320.	0.	0.	554,020.

Part IX | Statement of Functional Expenses

	TIA Statement of Functional Expense				<u>.</u>
Sect	on 501(c)(3) and 501(c)(4) organizations must comp	olete all columns. All othe	er organizations must co	mplete column (A)	
	Check if Schedule O contains a respon				
	not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,232,030.	1,232,030.		·
2	Grants and other assistance to individuals in the United States. See Part IV, line 22			,	
3	Grants and other assistance to governments,				
	organizations, and individuals outside the				
	United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members		· ·		
5	Compensation of current officers, directors,	_			
	trustees, and key employees	118,952.	89,214.	29,738.	
6	Compensation not included above, to disqualified				
	persons (as defined under section 4958(f)(1)) and				
	persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	56,476.	29,850.	26,626.	
8	Pension plan accruals and contributions (include				
	section 401(k) and 403(b) employer contributions)	1,632.	843.	789.	
9	Other employee benefits	9,071.	6,900.	2,171.	<u> </u>
10	Payroll taxes	13,080.	8,577.	4,503.	
11	Fees for services (non-employees).				
a	. • • • • • • • • • • • • • • • • • • •	102,500.		102,500.	· · · · · · · · · · · · · · · · · · ·
b	_ ~	1,285.		1,285.	
Ç	<u> </u>				
	Lobbying Professional fundraising services. See Part IV, line 17				
e f	Investment management fees	110,089.		110,089.	
	Other. (If line 11g amount exceeds 10% of line 25,	110,003.		110,003.	
9	column (A) amount, list line 11g expenses on Sch 0.)	51,970.	50,787.	1,183.	
12	Advertising and promotion	9,188.		9,188.	
13	Office expenses	634.	464.	170	
14	Information technology	184.	113.	71.	
15	Royalties				.
16	Occupancy		-		
17	Travel	5,362.	3,284.	2,078.	
18	Payments of travel or entertainment expenses				
	for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	20,223.	2,864.	17,359.	
20	Interest	. <u> </u>			
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,115.	683.	432.	
23	Insurance Other expenses, Itemize expenses not covered	1,800.		1,800.	
24	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 0.)				
а	DUES	4,735.	4,735.		
b					
С					
d					
е	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	1,740,326.	1,430,344.	309,982.	0.
26	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 rf following SOP 98-2 (ASC 958-720)	ļ		ŀ	
	in following 50P 98-2 (ASC 958-720)			I	

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X (A) (B) Beginning of year End of year 52,672, Cash - non-interest-bearing 46,204. 1 2 Savings and temporary cash investments 2 200 Pledges and grants receivable, net 3 4 Accounts receivable, net 4 385. Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L 5 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L 6 Notes and loans receivable, net 7 Inventories for sale or use 8 Prepaid expenses and deferred charges 3,950, 9 335. 10a Land, buildings, and equipment: cost or other 3,506. basis Complete Part VI of Schedule D 10a 3,067. 10b 1,554. b Less accumulated depreciation 10c 439. 11 Investments - publicly traded securities 11 16,128,236. 12 Investments - other securities. See Part IV, line 11 17,770,856. 12 Investments - program-related. See Part IV, line 11 1,212,536. 1,127,486. 13 13 14 Intangible assets 14 15 Other assets. See Part IV, line 11 15 17,399,148 18,945,705. Total assets. Add lines 1 through 15 (must equal line 34) 16 14,202 17 Accounts payable and accrued expenses 7,354. 17 18 255.875 437,875. Grants payable 18 19 Deferred revenue 19 20 Tax-exempt bond liabilities 20 21 Escrow or custodial account liability. Complete Part IV of Schedule D 21 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L 22 Secured mortgages and notes payable to unrelated third parties 23 Unsecured notes and loans payable to unrelated third parties 24 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D 25 270.077 Total liabilities. Add lines 17 through 25 445 229. 26 Organizations that follow SFAS 117 (ASC 958), check here \(\times \) and complete lines 27 through 29, and lines 33 and 34. Net Assets or Fund Balances 27 Unrestricted net assets 17,129,071 18,500,476. 27 28 Temporarily restricted net assets 28 Permanently restricted net assets 29 Organizations that do not follow SFAS 117 (ASC 958), check here and complete lines 30 through 34. Capital stock or trust principal, or current funds 30 31 Paid-in or capital surplus, or land, building, or equipment fund 31 Retained earnings, endowment, accumulated income, or other funds 32 17,129,071 33 Total net assets or fund balances 33 18,500,476. Total liabilities and net assets/fund balances 17,399,148, 18,945,705.

	m 990 (2013) HIGH MEADOWS FUND, INC.	20-0288123		Pa	ge 12
Par	art XI Reconciliation of Net Assets				
_	Check if Schedule O contains a response or note to any lin	e in this Part XI			
1	Total revenue (must equal Part VIII, column (A), line 12)	. 1	1	,069	,320.
2	Total expenses (must equal Part IX, column (A), line 25)	. 2	1	,740	,326.
3	Revenue less expenses. Subtract line 2 from line 1	. 3			<u>,006.</u> :
4	Net assets or fund balances at beginning of year (must equal Pai	t X, line 33, column (A))			,071.
5	Net unrealized gains (losses) on investments	5	2	,042	,411.
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 Schedu	le O) 9			0.
10	Net assets or fund balances at end of year. Combine lines 3 thro	ugh 9 (must equal Part X, line 33,			
	column (B))	10	18	,500	,476.
Par	art XII Financial Statements and Reporting				
	Check if Schedule O contains a response or note to any lin	e in this Part XII			ᆜ
				Yes	No
1	Accounting method used to prepare the Form 990: Lash	X Accrual Other			
	If the organization changed its method of accounting from a prior	r year or checked "Other," explain in Schedule O.			
2a	 Were the organization's financial statements compiled or reviewed 	ed by an independent accountant?	2a		Х
	If "Yes," check a box below to indicate whether the financial stat	ements for the year were compiled or reviewed on a			
	separate basis, consolidated basis, or both.				
	Separate basis Consolidated basis Bo	oth consolidated and separate basis			
b	b Were the organization's financial statements audited by an indep	pendent accountant?	2b	х	
	If "Yes," check a box below to indicate whether the financial stat	ements for the year were audited on a separate basis,			
	consolidated basis, or both.				
	Separate basis X Consolidated basis Bo	oth consolidated and separate basis			}
C	c If "Yes" to line 2a or 2b, does the organization have a committee	that assumes responsibility for oversight of the audit,			
	review, or compilation of its financial statements and selection of	an independent accountant?	2c	х	<u> </u>
	If the organization changed either its oversight process or select	on process during the tax year, explain in Schedule O.			
3a	a As a result of a federal award, was the organization required to u	ndergo an audit or audits as set forth in the Single Audit			
	Act and OMB Circular A-133?		3a		x
b	b If "Yes," did the organization undergo the required audit or audit	s? If the organization did not undergo the required audit			
	or audits, explain why in Schedule O and describe any steps take	en to undergo such audits	3h	1	ŀ

Form **990** (2013)

SCHEDULE A

Department of the Treasury

Internal Revenue Service

(Form 990 or 990-EZ)

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.

OMB No 1545-0047

Inspection

Name of the organization

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

Employer identification number HIGH MEADOWS FUND INC. 20-0288123 Part I Reason for Public Charity Status (All organizations must complete this part) See instructions. The organization is not a private foundation because it is: (For lines 1 through 11, check only one box) 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E) 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.) A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.) 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). 11 X An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h d Type III - Non-functionally integrated a X Type I **b** Type II c ____ Type III - Functionally integrated e X By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? g (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, Yes No the governing body of the supported organization? 11g(i) (ii) A family member of a person described in (i) above? x 11g(ii) х (iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii) h Provide the following information about the supported organization(s). (iv) is the organization (v) Did you notify the (vi) Is the (i) Name of supported (ii) EIN (iii) Type of organization (vii) Amount of monetary organizátion in col (described on lines 1-9 in col. (i) listed in your organization in col. organization organized in the support governing document? (i) of your support? above or IRC section (see instructions)) Yes No Yes No Yes VERMONT COMMUNITY FOUNDATION 22-2712160 x x x ٥.

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

Schedule A (Form 990 or 990-EZ) 2013

0.

Total

Schedule A	(Form	990	or 990	-F7\	2013

Page 2

	(Complete only if you checke fails to qualify under the tests	d the box on line !	5, 7, or 8 of Part I o	or if the organization			
Sec	tion A. Public Support			···· ,		•	
	ndar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
	Gifts, grants, contributions, and	(4) 2000	(2) 2010	(0) 2011	(4) 2012	(6) 2010	(i) Total
	membership fees received. (Do not				,		
	include any "unusual grants.")						
2	Tax revenues levied for the organ-		1 -				
	ization's benefit and either paid to						
	or expended on its behalf						
3	The value of services or facilities						
	furnished by a governmental unit to			1			
	the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions						
	by each person (other than a						<u> </u>
	governmental unit or publicly						l
	supported organization) included						{
	on line 1 that exceeds 2% of the			1			1
	amount shown on line 11,		1				
	column (f)						
	Public support. Subtract line 5 from line 4 tion B. Total Support				.l		
	ndar year (or fiscal year beginning in)	(a) 2000	(h) 2010	(-) 0011	(4) 0010	(-) 0040	(0.7-1-1
	Amounts from line 4	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
	Gross income from interest.	·					· · · · · · · · · · · · · · · · · · ·
Ü	dividends, payments received on			1			
	securities loans, rents, royalties						
	and income from similar sources						
9	Net income from unrelated business					 	
•	activities, whether or not the						
	business is regularly carried on						
10	Other income. Do not include gain		-	 		 	-
	or loss from the sale of capital						
	assets (Explain in Part IV.)						
11	Total support. Add lines 7 through 10					-	
	Gross receipts from related activities	etc. (see instruct	tions)	<u> </u>	<u>.</u>	12	
	First five years. If the Form 990 is fo			rd. fourth, or fifth t	tax vear as a secti	-	
	organization, check this box and stop	p here					▶□
Sec	tion C. Computation of Pub	ic Support Pe	ercentage				
14	Public support percentage for 2013 (line 6, column (f) o	divided by line 11,	column (f))		14	
	Public support percentage from 2012					15	
16a	33 1/3% support test - 2013. If the				e 14 is 33 1/3% or	more, check this be	ox and
	stop here. The organization qualifies						▶∟
b	33 1/3% support test - 2012. If the				d line 15 is 33 1/3	% or more, check to	his box
	and stop here. The organization qua	•				-	▶L
17a	10% -facts-and-circumstances tes						
	and if the organization meets the "fac					art IV how the organ	nization
		-	-		•		▶∟
b							
b	meets the "facts-and-circumstances" 10% -facts-and-circumstances tes more, and if the organization meets t	test. The organiz it - 2012. If the org	ation qualifies as a ganization did not	publicly supporte check a box on lin	ed organization ne 13, 16a, 16b, oi	r 17a, and line 15 is	10% or

organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

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.)

Se	ction A. Public Support	siow, please com	piete Fait II.j				
Cale	endar year (or fiscal year beginning in) 🖊	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 business under section 513						
4	Tax revenues levied for the organ- ization'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			1		1	
	3 received from disqualified persons Amounts included on lines 2 and 3 received						
	from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
(Add lines 7a and 7b						
	Public support (Subtract line 7c from line 6)				<u> </u>	1	
	ction B. Total Support					,	,
Cale	endar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
	Amounts from line 6 a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
ŀ	unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
	Total support. (Add lines 9, 10c, 11, and 12)		<u></u>	1			
14	First five years. If the Form 990 is for	the organization'	s first, second, thi	rd, fourth, or fifth t	ax year as a secti	on 501(c)(3) organız	ation,
_	check this box and stop here			<u>.</u>	 .	·	<u> </u>
Se	ction C. Computation of Publ						
15	,, ,		•	column (f))		15	%
16	Public support percentage from 2012	-		•		16	%
<u>Se</u>	ction D. Computation of Inves		· -	•			
17	,	•	• • • • • • • • • • • • • • • • • • • •	ne 13, column (f))		17	%
18	, 5				46	18	<u>%</u>
19	a 33 1/3% support tests - 2013. If the						// is not
ı	more than 33 1/3%, check this box at 33 1/3% support tests - 2012. If the	organization did	not check a box or	n line 14 or line 19	a, and line 16 is m	ore than 33 1/3%,	and
	line 18 is not more than 33 1/3%, che	ck this box and s	top here. The org	anızatıon qualıfies	as a publicly supp	ported organization	. ▶Щ
20	Private foundation. If the organization	n did not check a	box on line 14, 19	a, or 19b, check t	his box and see in	nstructions	▶∟

Part IV	Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).
	· · · · · · · · · · · · · · · · · · ·
<u> </u>	
	

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Complete if the organization is described below.
 ► Attach to Form 990 or Form 990-EZ.
 ► See separate instructions.
 ► Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2013

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)). Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

	Section 501(c)(4), (5), or (6) organizat	tions; Complete Part III.			
Nam	ne of organization			Empl	oyer identification number
	HIGH MEADOV	S FUND, INC.			20-0288123
Pa	art I-A Complete if the org	janization is exempt unde	r section 501(c)	or is a section 527 o	rganization.
	Provide a description of the organiz Political expenditures Volunteer hours	ation's direct and indirect politica	l campaign activities	in Part IV. ▶\$	
Pa	art I-B Complete if the org	janization is exempt unde	er section 501(c)	(3).	
1	Enter the amount of any excise tax	incurred by the organization unde	er section 4955	▶\$	
2	Enter the amount of any excise tax	incurred by organization manager	s under section 4955	▶ \$	
3	If the organization incurred a section	n 4955 tax, did it file Form 4720 fo	or this year?		Yes No
4 a	Was a correction made?				Yes No
<u>t</u>	If "Yes," describe in Part IV.				
Pa	art I-C Complete if the org	janization is exempt unde	er section 501(c),	, except section 501(c)(3).
1	Enter the amount directly expended	d by the filing organization for sect	tion 527 exempt func	tion activities	
2	Enter the amount of the filing organ	ization's funds contributed to oth	er organizations for se	ection 527	
	exempt function activities			▶\$	
3	Total exempt function expenditures	s. Add lines 1 and 2. Enter here an	d on Form 1120-POL		
	line 17b			▶\$	
4	Did the filing organization file Form	1120-POL for this year?			Yes No
5	Enter the names, addresses and er made payments For each organiza contributions received that were pr political action committee (PAC) If	tion listed, enter the amount paid omptly and directly delivered to a	from the filing organize separate political org	zation's funds Also enter th anization, such as a separa	e amount of political
	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
					1

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2013

4		•			•
Schedule C (Form 990 or 990-EZ) 2013	HIGH MEADOWS FUN	D, INC.	FA-/- VA\	20-028	8123 Page 2
Part II-A Complete if the org	janization is exe ction 501(h))	mpt under sectio	n 501(c)(3) and file	ed Form 5768	
		 iliated group (and list in	Part IV each affiliated	group member's nam	ne address FIN
5 5	re of excess lobbying		TT GITTY GUOTT GITTIGGGG	group member 3 han	ie, address, Eliv,
	_	nd "limited control" pro	ovisions apply.		
	its on Lobbying Expe ditures" means amou	nditures unts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to infli	uence public opinion ((grass roots lobbying)			
b Total lobbying expenditures to infli	uence a legislative bo	dy (direct lobbying)			48,198.
c Total lobbying expenditures (add l	ines 1a and 1b)	•			48,198.
d Other exempt purpose expenditure	es			1,724,326.	19,633,940.
 Total exempt purpose expenditure 	es (add lines 1c and 1	d)		1,724,326.	19,682,138.
f Lobbying nontaxable amount. Ent		e following table in bot	h columns.	236,216.	1,000,000.
If the amount on line 1e, column (a) o	or (b) is: The lob	bying nontaxable am	ount is:		
Not over \$500,000	20% of	the amount on line 1e			
Over \$500,000 but not over \$1,000	0,000 \$100,00	00 plus 15% of the exc	ess over \$500,000.		
Over \$1,000,000 but not over \$1,5	500,000 \$175,00	00 plus 10% of the exc	ess over \$1,000,000.		
Over \$1,500,000 but not over \$17	,000,000 \$225,00	00 plus 5% of the exce	ess over \$1,500,000.		
Over \$17,000,000	\$1,000,	000.			
g Grassroots nontaxable amount (er	nter 25% of line 1f)			59,054.	250,000.
h Subtract line 1g from line 1a. If zer	,			0.	0.
i Subtract line 1f from line 1c if zero			Ì	0.	0.
j If there is an amount other than ze		line 1i, did the organiza	ation file Form 4720		L
reporting section 4911 tax for this					Yes No
		eraging Period Under	Section 501(h)		
		section 501(h) election	•		
		e instructions for line		ge 4.)	
	Lobbying Expe	nditures During 4-Yea	ar Averaging Period		
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	860,591.	992,325.	907,826.	1,000,000.	3,760,742.
b Lobbying ceiling amount (150% of line 2a, column(e))					5,641,113.
c Total lobbying expenditures				48,198.	48,198.
d Grassroots nontaxable amount	215,148,	248,081.	226,957.	250,000.	940,186.
e Grassroots ceiling amount					1 410 270

Schedule C (Form 990 or 990-EZ) 2013

f Grassroots lobbying expenditures

Schedule C (Form 990 or 990-EZ) 2013 HIGH MEADOWS FUND, INC. 20-0288123 Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

r each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description	(a))	(b)
the lobbying activity.	Yes	No	Amo	unt
During the year, did the filing organization attempt to influence foreign, national, state or				
local legislation, including any attempt to influence public opinion on a legislative matter				
or referendum, through the use of.				
a Volunteers?				
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?				
c Media advertisements?				
d Mailings to members, legislators, or the public?				
e Publications, or published or broadcast statements?				
f Grants to other organizations for lobbying purposes?				
g Direct contact with legislators, their staffs, government officials, or a legislative body?				
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?				
i Other activities?				
j Total. Add lines 1c through 1i				
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?				
b If "Yes," enter the amount of any tax incurred under section 4912	1			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				
art III-A Complete if the organization is exempt under section 501(c)(4), sect 501(c)(6).	ion 501(c)(5), or se	ection	
			Yes	No
		1		
Were substantially all (90% or more) dues received nondeductible by members?				
		2		
Did the organization make only in-house lobbying expenditures of \$2,000 or less? Did the organization agree to carry over lobbying and political expenditures from the prior year? Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered		2 3 (5), or se		ne 3, i
Did the organization make only in-house lobbying expenditures of \$2,000 or less? Did the organization agree to carry over lobbying and political expenditures from the prior year? art III-B Complete if the organization is exempt under section 501(c)(4), sect 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered answered "Yes."		2 3 (5), or se R (b) Par		ne 3, i
Did the organization make only in-house lobbying expenditures of \$2,000 or less? Did the organization agree to carry over lobbying and political expenditures from the prior year? art III-B Complete if the organization is exempt under section 501(c)(4), sect 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered answered "Yes." Dues, assessments and similar amounts from members	d "No," OF	2 3 (5), or se		ne 3, i
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Part IV | Supplemental Information (continued)

Schedule G

Affiliated Group Lobbying Expenditures Part II -A

Name of Affiliated Group Member PERMANENT FUND FOR VERMONT'S CHILDREN

Employer ID Number 31-1802348

Affiliated Group Member Address 3 COURT STREET MIDDLEBURY, VT 05753

Electing Member YES

Limits on Lobbying Expenditu	res:		L
Total lobbying expenditures to	nfluence public opinion (grassroots lobbying)	0.	
Fotal lobbying expenditures to	nfluence a legislative body (direct lobbying)	48,198.	
otal lobbying expenditures (ad	d lines 1a and 1b)	48,198.	
Other exempt purpose expendi	ures _	3,057,614.	
Fotal exempt purpose expendit	ures (add lines 1c and 1d)	3,105,812.	
Lobbying nontaxable amount. Enter the amount from the follo	ving table:		
If the amount on line e is:	The lobbying nontaxable amount is.		
Not over \$500,000 > 500,000 <= 1,000,000 > 1,000,000 <= 1,500,000 > 1,500,000 <= 17,000,000	20% of the amount on line 1e 100,000 + 15% > 500,000 175,000 + 10% > 1,000,000 225,000 + 5% > 1,500,000		
Over \$17,000,000	\$1,000,000	305,291.	
Grassroots nontaxable amount	(enter 25% of line 1f)	76,323.	
Subtract line 1g from line 1a (lir	ut to zero)	0.	
Subtract line 1f from line 1c (lim	t to zero)	0.	
Member's share of excess lobb	ving expenditures	0.	

Part IV | Supplemental Information (continued)

Schedule C

Affiliated Group Lobbying Expenditures Part II -A

Name of Affiliated Group Member

J. WARREN AND LOIS MCCLURE FOUNDATION, INC.

Employer ID Number 03-0345186

Affiliated Group Member Address

3 COURT STREET

MIDDLEBURY, VT 05753

Electing Member มอ

Limits on Lobbying Expenditu	ires:		Line		
Total lobbying expenditures to i	Total lobbying expenditures to influence public opinion (grassroots lobbying)				
Total lobbying expenditures to	influence a legislative body (dire	ect lobbying) 0 .	b		
Total lobbying expenditures (ad	dd lines 1a and 1b)	0.	С		
Other exempt purpose expendi	itures .	534,676.	d		
Total exempt purpose expendit	cures (add lines 1c and 1d).	534,676.	е		
Lobbying nontaxable amount. Enter the amount from the follo	wing table.				
If the amount on line e is	The lobbying nontaxable amount is:				
Not over \$500,000 > 500,000 <= 1,000,000 > 1,000,000 <= 1,500,000 > 1,500,000 <= 17,000,000	175,000 + 10% > 1,000,000				
Over \$17,000,000	\$1,000,000	105,201.	f		
Grassroots nontaxable amount	(enter 25% of line 1f)	26,300.	g		
Subtract line 1g from line 1a (limit to zero)					
Subtract line 1f from line 1c (lim	Subtract line 1f from line 1c (limit to zero)				
Member's share of excess lobb	oying expenditures	0.			

Part IV | Supplemental Information (continued)

Schedule C

Affiliated Group Lobbying Expenditures Part II -A

Name of Affiliated Group Member

THE VERMONT COMMUNITY FOUNDATION, INC.

Employer ID Number 22-2712160

Affiliated Group Member Address

3 COURT STREET

MIDDLEBURY, VT 05753

Electing Member YES

Limits on Lobbying Expenditures:					
Total lobbying expenditures to	ınfluence public opinion (grassr	oots lobbying) 0.	1a		
Total lobbying expenditures to	influence a legislative body (dire	ect lobbying) . 0,	b		
Total lobbying expenditures (ac	dd lines 1a and 1b)	. 0.	c		
Other exempt purpose expend	itures .	14,317,324.	d		
Total exempt purpose expendit	tures (add lines 1c and 1d).	14,317,324.	e		
Lobbying nontaxable amount Enter the amount from the follo	wing table:				
If the amount on line e is	The lobbying nontaxable amount is:				
Not over \$500,000 > 500,000 <= 1,000,000 > 1,000,000 <= 1,500,000 > 1,500,000 <= 17,000,000	l ' ' ' ' '				
Over \$17,000,000	\$1,000,000	865,866.	f		
Grassroots nontaxable amount	(enter 25% of line 1f)	216,467.	g		
Subtract line 1g from line 1a (limit to zero)					
Subtract line 1f from line 1c (limit to zero)					
Member's share of excess lobbying expenditures					

SCHEDULE D

(Form 990)

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.

Information about Schedule D (Form 990) and its instructions is at www.urs.gov/form990.

OMB No 1545-0047 Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

HIGH MEADOWS FUND, INC.

Employer identification number

20-0288123

Par	t I Organizations Maintaining Donor Advise	ed Funds or Other Similar Fund	s 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	writing that the assets held in donor advi	sed funds
	are the organization's property, subject to the organization's		Yes No
6	Did the organization inform all grantees, donors, and donor a		e used only
_	for charitable purposes and not for the benefit of the donor of		•
	impermissible private benefit?		Yes No
Pai		ganization answered "Yes" to Form 990,	
1	Purpose(s) of conservation easements held by the organizat		
	Preservation of land for public use (e.g., recreation or		storically important land area
	Protection of natural habitat		tified historic structure
	Preservation of open space		
2	Complete lines 2a through 2d if the organization held a quali	fied conservation contribution in the form	of a conservation easement on the last
	day of the tax year.		
	, ,		Held at the End of the Tax Year
а	Total number of conservation easements		2a
b	Total acreage restricted by conservation easements		2b
С	Number of conservation easements on a certified historic sti	ructure included in (a)	2c
d	Number of conservation easements included in (c) acquired	• •	
_	listed in the National Register		2d
3	Number of conservation easements modified, transferred, re	eleased, extinguished, or terminated by the	
_	year >		g
4	Number of states where property subject to conservation ea	asement is located >	
5	Does the organization have a written policy regarding the pe		•
_	violations, and enforcement of the conservation easements		Yes No
6	Staff and volunteer hours devoted to monitoring, inspecting,		during the year ▶
7	Amount of expenses incurred in monitoring, inspecting, and		
8	Does each conservation easement reported on line 2(d) abor		
	and section 170(h)(4)(B)(ii)?	,	Yes No
9	In Part XIII, describe how the organization reports conservat	ion easements in its revenue and expens	e statement, and balance sheet, and
	include, if applicable, the text of the footnote to the organiza		
	conservation easements		
Pa	rt III Organizations Maintaining Collections o	of Art, Historical Treasures, or (Other Similar Assets.
	Complete if the organization answered "Yes" to Form	990, Part IV, line 8.	
1a	If the organization elected, as permitted under SFAS 116 (A	SC 958), not to report in its revenue state	ement and balance sheet works of art,
	historical treasures, or other similar assets held for public ex	hibition, education, or research in further	ance of public service, provide, in Part XIII,
	the text of the footnote to its financial statements that descr	ribes these items.	
b	If the organization elected, as permitted under SFAS 116 (A)	SC 958), to report in its revenue statemei	nt and balance sheet works of art, historical
	treasures, or other similar assets held for public exhibition, e	education, or research in furtherance of p	ublic 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		ial gain, provide
_	the following amounts required to be reported under SFAS 1		<u> </u>
а	Revenues included in Form 990, Part VIII, line 1	, , , , , , , , , , , , , , , , , , , ,	> \$
	Assets included in Form 990, Part X	•	▶ \$
_		•	· ·

	t III Organizations Maintaining C		t Historical Tre	Paguras (or Other	Simil	ar Asso	ts/control		ge Z
3	Using the organization's acquisition, accession									
	(check all that apply)	on, and other records	s, check any or the	ioliowing tha	it ale a sig	iiiiicanii	use or its	Conection	ilei 115	
а	Public exhibition	d	Loan or exch							
b	Scholarly research		Other	larige progra	11115					
C	Preservation for future generations	е	Other							
		مرمامين ممرخومال			!					
4	Provide a description of the organization's co						ose in Pan	t XIII.		
5	During the year, did the organization solicit of				er sımılar a	assets		٦.,	$\overline{}$	
Par	to be sold to raise funds rather than to be ma				\/aa ta		<u></u>	」Yes		No
	reported an amount on Form 990, Par		te ii the organizatioi	n answered	tes to r	orm 990	, Part IV, I	ine 9, or		
12	Is the organization an agent, trustee, custodi		any for contribution	c or other ac	cote not u	achidad				
	on Form 990, Part X?	arror other intermedi	ary for contribution	3 OI OUIEI as	3613 1101 11	ICIDUEU		Yes		No
h	If "Yes," explain the arrangement in Part XIII	and complete the foll	 Iowing table				1	J 162	ш	NO
	ii res, explain the analigement iii art xiii a	and complete the lon	Owing table					Amount		
С	Beginning balance					1c		Amount	-	
	Additions during the year					1d			-	
-	Distributions during the year					1e			-	
f	Ending balance		-			1f				
	Did the organization include an amount on Fo	orm 990. Part X. line 2	21?			<u> </u>		Yes	П	No
	If "Yes," explain the arrangement in Part XIII.			provided in f	Part XIII				一	
Par)				
		(a) Current year	(b) Prior year	(c) Two year			ears back	(e) Four	years b	ack
1a	Beginning of year balance	17,129,071.	16,132,866.	16,759			18,237.		859,6	
b	Contributions	515,300.	575,200.	500	0,100.					000.
С	Net investment earnings, gains, and losses	2,596,431.	1,714,846.	<66	5,507.>	1,8	77,339.		617,3	
d	Grants or scholarships	1,232,030.	692,168.	621	1,765.	369,750.				
е	Other expenditures for facilities									
	and programs	207,502.	298,936.	167	7,467.	1	30,256.	5. 58,1		33.
f	Administrative expenses	300,794.	302,737.	270	0,501.	2	36,564.		269,3	325.
g	End of year balance	18,500,476.	17,129,071.	16,132	2,866.	16,7	59,006.	15,	118,2	237.
2	Provide the estimated percentage of the curr	rent year end balance	e (line 1g, column (a	ı)) held as.						
а	Board designated or quasi-endowment	100.00	_%							
b	Permanent endowment >	%								
С	Temporarily restricted endowment	%								
	The percentages in lines 2a, 2b, and 2c should	ıld equal 100%.								
3a	Are there endowment funds not in the posse	ssion of the organiza	tion that are held a	nd administe	red for the	e organız	zation	_		
	by [.]									No
	(i) unrelated organizations							3a(i)		x
	(ii) related organizations							3a(ii)	х	
b	If "Yes" to 3a(ii), are the related organizations							_3b	х	
4	Describe in Part XIII the intended uses of the		wment funds.							
Pai	t VI Land, Buildings, and Equipm		5 404 44 6							
	Complete if the organization answered			ı						
	Description of property	(a) Cost or ot basis (investm	1 , ,			cumulate reciation	ed	(d) Book	value	
1a	Land									
b	Buildings .									
	Leasehold improvements									
	Equipment			3,506.		3,	067.	-	4	139.
_	Other									
Tota	. Add lines 1a through 1e (Column (d) must e	qual Form 990, Part	X, column (B), line 1	0(c))					4	39.

Part VII Investments - Other Securities.				
Complete if the organization answered "Yes"				l afora a series don de la company
(a) Description of security or category (including name of security)	(b) Book value	(c) Method of va	luation: Cost or end	l-of-year market value
(1) Financial derivatives				
(2) Closely-held equity interests				.
(3) Other (A) VT COMM FOUNDATION POOLED SEC	0 020 100	. END-OF-YEAR M	מוז אמעמאו	
	9,820,199 7,950,657	-		
	7,930,037	END-OF-TEAR M	MAKET VALUE	· ·
(C) (D)				
(E)				
(F)				
(G)				· · · · · · · · · · · · · · · · · · ·
(H)				
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	17,770,856			
Part VIII Investments - Program Related.	, ,	1		
Complete if the organization answered "Yes"	to Form 990. Part IV. line	11c. See Form 990. P	art X. line 13.	
(a) Description of investment	(b) Book value			d-of-year market value
(1) HMF MISSION RELATED INVESTMENTS	75,375	. END-OF-YEAR M	ARKET VALUE	
(2) VCF VERMONT INVESTMENTS POOL	461,760	. END-OF-YEAR N	MARKET VALUE	
(3) EVERGREEN CONSERVATION PARTNERS	300,000	. END-OF-YEAR N	SARKET VALUE	
(4) VLT PROMISSORY NOTE	290,351	. END-OF-YEAR N	IARKET VALUE	
(5)				
(6)				
(7)				
(8)				<u> </u>
(9)				
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)	1,127,486	<u>. </u>		.
Part IX Other Assets.		44 - O E 000 F	No. 4 V 100 - 4 F	
Complete if the organization answered "Yes"		11d. See Form 990, F	art X, line 15	(b) Book value
	Description			(b) Book value
(1)				
(2)				
(3)				-
(4)				
(5) (6)				
(7)				
(8)				
(9)				
Total. (Column (b) must equal Form 990, Part X, col. (B) lin	ne 15)		•	
Part X Other Liabilities.	,			
Complete if the organization answered "Yes"	to Form 990, Part IV, line	11e or 11f. See Form	990, Part X, line 25	
1. (a) Description of liability		(b) Book value		7
(1) Federal income taxes				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
Total. (Column (b) must equal Form 990, Part X, col. (B) lir				
2. Liability for uncertain tax positions. In Part XIII, provide				
organization's liability for uncertain tax positions unde	r FIN 48 (ASC 740). Chec	k here if the text of the	footnote has been	provided in Part XIII

	dule D (Form 990) 2013 HIGH MEADOWS FUND, INC.		20-0288123	Page 4
Pa	t XI Reconciliation of Revenue per Audited Financial Stateme		er Return.	
	Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.	·		
1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	1 1		
a	Net unrealized gains on investments	2a		
D	Donated services and use of facilities	2b		
C	Recoveries of prior year grants	2c		
ď	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d Subtract line 2e from line 1		. 2e	_
3	• •		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	امدا		
a b	Investment expenses not included on Form 990, Part VIII, line 7b Other (Describe in Part XIII)	4a 4b		
C	Add lines 4a and 4b	40	- 	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	•	. 4c	
	rt XII Reconciliation of Expenses per Audited Financial Statem	ents With Expenses		
	Complete if the organization answered "Yes" to Form 990, Part IV, line 12a	ionio with Expended	per rictum.	
1	Total expenses and losses per audited financial statements	***	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		-	
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c	 	
d	Other (Describe in Part XIII.)	2d		
е	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
а	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
С	Add lines 4a and 4b	<u> </u>	4c	
_5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	-	5	
Pa	rt XIII Supplemental Information.			
Prov	ide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part	t IV, lines 1b and 2b, Part V,	line 4; Part X, line 2, Pa	rt XI.
	2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any add			
PAR	Y, LINE 4:			
EXP	ANATION: FUNDS ARE DESIGNATED AND INTENDED FOR USE IN THE FURT	HERANCE		
OF :	THE ORGANIZATION'S EXEMPT PURPOSE.			
			· <u>.</u> .	
	T-0			
	The control of the co			

SCHEDULE (Form 990)

Name of the organization

Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0047	2013	Open to Public

Information about Schedule I (Form 990) and its instructions is at www us gov/form990 ▶ Attach to Form 990.

2013	Open to Public Inspection	

Employer identification number

	HIGH MEADOWS FUND, INC.		20-0288123	33
Part I	art I General Information on Grants and Assistance			
- 	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	uo		
crite	criteria used to award the grants or assistance?		× Yes	2

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any

recipient that received more than \$5,000. Part II can be duplicated if additional space is needed	\$5,000. Part II car	be duplicated if addit	ional space is need	led			
1 (a) Name and address of organization or government	(p) EIN	(c) IRC section if applicable	(d) Amount of cash grant or assistance	(e) Amount of non-cash assistance	(f) Method of valuation (book, EMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CENTER FOR AN AGRICULTURAL ECONOMY							
(CAE) - 140 JUNCTION KD, P.O. BOX							
422 - HARDWICK, VT 05508	57-1201683 501(C)(3)	501(C)(3)	40,000.	0.			GEN, SUPPORT
CITY OF RITHLINGTON							

149 CHURCH ST, ROOM 32

BURLINGTON, VT 05513	03-6000410 501(C)(3)	501(C)(3)	15,000.	0		GEN, SUPPORT
COMPOSTING ASSOCIATION OF VERMONT P.O. BOX 112 TROY, VT 05525	74-3056927 501(C)(3)	501(C)(3)	15,000.	0.		GEN, SUPPORT
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 05482	04-6149986	501(C)(3)	63,500,	0		GEN, SUPPORT
COVER HOME REPAIR 158 SOUTH MAIN STREET WHITE RIVER JUNCTION, VT 05506	20-4597157 501(C)(3)	501(C)(3)	40,000.	0.		GEN, SUPPORT
ENERGY ACTION NETWORK 17 STATE ST. SUITE 205 MONTPELIER, VT 05486	45-5424161 501(C)(3)	501(C)(3)	25,000.	0.		GEN. SUPPORT

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

Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)	Assistance to G	overnments and Organ	nizations in the Ur	nited States (Sche	dule I (Form 990), Par	π II.)		
(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	I
ENVIRONMENTAL MEDIATION CENTER/VT AG MEDIATION PROGRAM - 177 PADDY HILL RD - MORETOWN, VT 05483	03-0354216	501(0)(3)	25,000.	0.			GEN, SUPPORT	
HOUSING VERMONT 123 ST. PAUL ST BURLINGTON, VT 05480	03-0315075	501(c)(3)	81,300.	0			GEN, SUPPORT	I
INSTITUTE FOR SUSTAINABLE COMMUNITIES - 535 STONE CUTTERS WAY - MONTPELIER, VT 05527	22-3098727	501(C)(3)	20,000	0.			GEN. SUPPORT	İ
INTERVALE CENTER, INC. 180 INTERVALE ROAD BURLINGTON, VT 05479	03-0329656	501(C)(3)	50,250.	0			GEN, SUPPORT	•
NORTHEAST ORGANIC FARMING ASSOCIATION OF VERMONT (NOFA-VT) - 14 PLEASANT ST, P.O. BOX 697 - RICHMOND, VT 05477	22-3260420	501(C)(3)	16,000.	0			GEN, SUPPORT	•
NORTHERN FOREST CENTER, INC. 18 NORTH MAIN ST, P.O. BOX 210 CONCORD, NH 05507	22-3458955	501(C)(3)	000'08	0.			GEN. SUPPORT	!
POST OIL SOLUTIONS P.O. BOX 431 TOWNSHED, VI 05492	03-0575791	501(C)(3)	16,000,	0.			GEN, SUPPORT	
RUTLAND AREA FARM AND FOOD LINK P.O. BOX 284 RUTLAND, VT 05493	20-8283600	501(C)(3)	21,000.	• 0			GEN, SUPPORT	
SOUTHERN VERMONT HEALTH & RECREATION - 140 CLINTON STREET - SPRINGFIELD, VT 05484	03-0364018	501(C)(3)	75,000.	0.			GEN. SUPPORT	-

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20-0288123	
	tations in the United States (Schooling (Earm 000) Dart !!)
MEADOWS FUND, INC.	er Assistance to Governments and Organiza
90) HIGH MEADOWS FUND,	tion of Grants and Oth
Schedule I (Form 99	Part II Continuati

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)	Assistance to Go	overnments and Organ	nizations in the Ur	nited States (Sche	dule I (Form 990), Par	111.)	
(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
TWO RIVERS-OTTAUQUECHEE REGIONAL COMMISSION - 128 KING FARM ROAD - WOODSTOCK, VT 05478	03-0224910	501(C)(3)	14,000.	0		,	GEN, SUPPORT
UNIVERSITY OF VERMONT 340 WATERMAN BUILDING, 85 SOUTH PROSPECT STREET - BURLINGTON, VT 05523	03-0179440	501(C)(3)	22,500.	o			1
VERMONT COUNCIL ON RURAL DEVELOPMENT - 43 STATE ST, SUITES 2 & 3, P.O. BOX 1384 - MONTPELIER, VT 05499	03-0354510	501(C)(3)	22,500.	0.			i i
VERMONT ENERGY INVESTMENT CORPORATION - 128 LAKESIDE AVE, SUITE 401 - BURLINGTON, VT 05487	03-0304418	501(C)(3)	52,480.	0.			GEN, SUPPORT
VERMONT HOUSING & CONSERVATION BOARD - 58 EAST STATE STREET - MONTPELIER, VT 05489	03-0311984	501(C)(3)	126,000.	0			GEN. SUPPORT
VERMONT LAND TRUST 8 BAILEY AVE MONTPELIER, VT 05518	03-0264836	501(C)(3)	200,000.	0			GEN. SUPPORT
VERMONT NATURAL RESOURCES COUNCIL 9 BAILEY AVE MONTPELIER, VT 05521	03-0223731	501(C)(3)	140,000.	0.			GEN, SUPPORT
VERMONT SUSTAINABLE JOBS FUND 3 PITKIN COURT, SUITE 301E MONTPELIER, VT 05503	03-0349736	501(C)(3)	30,000.	0.			GEN. SUPPORT
VITAL COMMUNITIES 195 NORTH MAIN STREET WHITE RIVER JUNCTION, VT 05500	03-0355283	501(C)(3)	10,000.	.0			GEN, SUPPORT
							Oct - 1.1 - 1.7

Schedule I (Form 990) (2013)

332102 10-29-13

SCHEDULE 0 (Form 990 or 990-EZ)

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.

OMB No 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990 Name of the organization

Employer identification number

HIGH MEADOWS FUND, INC.	20-0288123
FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:	
VITALITY IN VERMONT.	
FORM 990, PART VI, SECTION A, LINE 3:	
EXPLANATION: THE VERMONT COMMUNITY FOUNDATION PERFORMS CUSTOMARY MANAGEMENT	
DUTIES ON BEHALF OF THE GOVERNING BODY.	
FORM 990, PART VI, SECTION B, LINE 11:	
EXPLANATION: 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:	
EXPLANATION: 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:	
EXPLANATION: 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:	
EXPLANATION: 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	

Name of the organization HIGH MEADOWS FUND, INC.	Employer identification number 20-0288123
•	<u> </u>
STATEMENTS EXIST. THE CONSOLIDATED AUDITED FINANCIAL ST	ATEMENTS ARE
AVAILABLE AT WWW.VERMONTCF.ORG.	
· · · · · · · · · · · · · · · · · · ·	
	· · · · · · · · · · · · · · · · · · ·
<u> </u>	
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SCHEDULE R (Form 990)

Department of the Treasury Internal Revenue Service

Related Organizations and Unrelated Partnerships

►Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

► Attach to Form 990.

► See separate instructions.

OMB No 1545-0047	2013	Open to Public Inspection

Information about Schedule R (Form 990) and its instructions is at www its gov/form990.

Employer identification number 20-0288123 Identification of Disregarded Entities Complete If the organization answered "Yes" on Form 990, Part IV, line 33. HIGH MEADOWS FUND, INC. Name of the organization Part

Direct controlling entity Ξ End-of-year assets <u>e</u> Total income 9 Legal domicile (state or foreign country) Primary activity 9 Name, address, and EIN (if applicable) of disregarded entity Part II

Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

										•	,	
) (2/h)/13)	olled	entity?	No			×					
	(g	controlled	entii	Yes								
		Direct controlling	entity				ХA					
	(e)	Public charity	status (if section	501(c)(3))			4					
	(p)	Ф	section				501(C)(3)			•		
	(c)	Legal domicile (state or	foreign country)				VERMONT					
	(q)	Primary activity					SUPPORTED ORGANIZATION					
Organizations during the tax year.	(a)	Name, address, and EIN	of related organization		VERMONT COMMUNITY FOUNDATION - 22-2712160	3 COURT STREET	MIDDLEBURY, VT 05753					

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

Schedule R (Form 990) 2013 HIGH MEADOWS FUND, INC.

General or Percentage managing ownership Yes No (i) Section 512(b)(13) controlled entity? Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on 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 Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year. Yes Ξ Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) Share of end-of-year assets <u>6</u> Disproportionate Yes No allocations? Ξ Share of total income Share of end-of-year assets <u>(6</u> Type of entity (C corp, S corp, or trust) <u>e</u> Share of total income Direct controlling entity Predominant income (related, unrelated, excluded from tax under sections 512-514) ਉ <u>e</u> Legal domicile (state or foreign country) <u>ပ</u> Direct controlling entity ፱ Primary activity (c)
Legal
domicile
(state or
foreign
country) Primary activity Name, address, and EIN of related organization Name, address, and EIN of related organization a) Part III Part IV

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

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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	in Parts II-IV?		-	1	,
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)				10		×	
d Loans or loan quarantees to or for related organization(s)				10	-	×	
e Loans or loan guarantees by related organization(s)				1e		×	
f Dividends from related organization(s)				#		×	
g Sale of assets to related organization(s)				19		×	
h Purchase of assets from related organization(s)				4		×	
i Exchange of assets with related organization(s)				÷		×	
j Lease of facilities, equipment, or other assets to related organization(s)				i=		×	
k Lease of facilities, equipment, or other assets from related organization(s)				¥		×	
l Performance of services or membership or fundraising solicitations for related organization(s)	anization(s)			=		×	
m Performance of services or membership or fundraising solicitations by related organization(s)	anization(s)			1	×		
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	tion(s)			£	×		4
o Sharing of paid employees with related organization(s)				19		×	
							٦.
 P Reimbursement paid to related organization(s) for expenses 				5		١	7
q Reimbursement paid by related organization(s) for expenses				무	7	×	
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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	his line, including covered	relationships and transaction thresholds.				
(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	olved			
(1) VERMONT COMMUNITY FOUNDATION	W	102,500,cash	саѕн				
(2) VERMONT COMMUNITY FOUNDATION	N	•0					
(3)							
(4)							• . •
(5)							•
(9)							
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Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on 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

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