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Return of Private Foundation

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

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2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation: **FRANKLIN HOMESTEAD, INC.**

Number and street (or P O box number if mail is not delivered to street address): **114 HOMESTEAD DRIVE**

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **FRANKLIN, VT 05457**

A Employer identification number: **03-0323491**

B Telephone number: **802-285-2944**

C If exemption application is pending, check here

D 1 Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 1,621,663.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,215.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	18,970.	18,970.	18,970.	STATEMENT 1
4	Dividends and interest from securities	2,633.	2,633.	2,633.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	19.			
b	Gross sales price for all assets on line 6a	19.			
7	Capital gain net income (from Part IV, line 2)		19.		
8	Net short-term capital gain			19.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	167,304.	0.	167,304.	STATEMENT 3
12	Total Add lines 1 through 11	190,141.	21,622.	188,926.	
13	Compensation of officers, directors, trustees, etc	9,724.	0.	0.	9,724.
14	Other employee salaries and wages	9,126.	0.	0.	9,126.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	8,270.	0.	0.	8,270.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	18,238.	0.	0.	18,238.
19	Depreciation and depletion	43,920.	0.	43,920.	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	85,825.	0.	0.	85,825.
24	Total operating and administrative expenses (Add lines 13 through 23)	175,103.	0.	43,920.	131,183.
25	Contributions, gifts, grants paid	0.			0.
26	Total expenses and disbursements (Add lines 24 and 25)	175,103.	0.	43,920.	131,183.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	15,038.			
b	Net investment income (if negative, enter -0-)		21,622.		
c	Adjusted net income (if negative, enter -0-)			145,006.	

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Operating and Administrative Expenses

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	109,600.	116,470.	116,470.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ 19,466.				
	Less: allowance for doubtful accounts ▶	7,480.	19,466.	19,466.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶ 241,000.				
	Less: allowance for doubtful accounts ▶ 0.	241,000.	241,000.	241,000.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds <b>STMT 8</b>	205,604.	216,775.	216,775.	
	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ▶ 1,640,929.					
Less accumulated depreciation <b>STMT 9</b> ▶ 802,988.	973,225.	837,941.	837,941.		
15 Other assets (describe ▶ <b>STATEMENT 10</b> )	172,250.	190,011.	190,011.		
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,709,159.	1,621,663.	1,621,663.		
<b>Liabilities</b>	17 Accounts payable and accrued expenses	6,612.	5,169.		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable	199,674.	186,498.		
	22 Other liabilities (describe ▶ <b>SECURITY DEPOSITS</b> )	14,774.	14,496.		
23 <b>Total liabilities</b> (add lines 17 through 22)	221,060.	206,163.			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted	1,488,099.	1,415,500.		
	25 Temporarily restricted				
	26 Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 <b>Total net assets or fund balances</b>	1,488,099.	1,415,500.			
31 <b>Total liabilities and net assets/fund balances</b>	1,709,159.	1,621,663.			

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,488,099.
2 Enter amount from Part I, line 27a	2	15,038.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	3	3,727.
4 Add lines 1, 2, and 3	4	1,506,864.
5 Decreases not included in line 2 (itemize) ▶ <b>TAX/BOOK DEPRECIATION DIFFERENCES</b>	5	91,364.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,415,500.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a GENERAL MOTORS</b>	<b>P</b>	<b>11/13/14</b>	<b>11/13/14</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 19.</b>			<b>19.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>19.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>19.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>19.</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	125,070.	547,846.	.228294
2012	131,184.	291,264.	.450396
2011	122,349.	309,122.	.395795
2010	115,142.	326,828.	.352302
2009	146,602.	324,217.	.452172

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>1.878959</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.375792</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	<b>532,786.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>200,217.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>216.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>200,433.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>131,183.</b>

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	432.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	432.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	432.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	432.
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9	X	
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JEAN RICHARD Telephone no. 802-285-2944 Located at 114 HOMESTEAD DRIVE, FRANKLIN, VT ZIP+4 05457
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No  
 N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		9,724.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	211,190.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	88,710.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	241,000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	540,900.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	540,900.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	8,114.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	532,786.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	26,639.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	131,183.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	131,183.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	131,183.

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

**Part XIII Undistributed Income** (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ► \$				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2014 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	26,639.	27,392.	14,563.	15,456.	84,050.
b 85% of line 2a	22,643.	23,283.	12,379.	13,138.	71,443.
c Qualifying distributions from Part XII, line 4 for each year listed	131,183.	125,070.	131,618.	122,349.	510,220.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	131,183.	125,070.	131,618.	122,349.	510,220.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	1,621,663.	1,709,159.	1,892,452.	1,965,156.	7,188,430.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	1,047,418.	1,152,955.	1,591,905.	1,674,305.	5,466,583.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
<b>a Paid during the year</b>					
NONE					
<b>Total</b>				<b>▶ 3a</b>	0.
<b>b Approved for future payment</b>					
NONE					
<b>Total</b>				<b>▶ 3b</b>	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income, and Subtotal.

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

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Row 11: RENTAL INCOME IN ASSOCIATION WITH FRANKLIN HOMESTEAD'S SERVICES PROVIDING AFFORDABLE ELDERLY HOUSING IN FRANKLIN VERMONT.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- |  | Yes | No |
|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: |     |    |
| (1) Cash   |     | X  |
| (2) Other assets   |     | X  |
| b Other transactions:  |     |    |
| (1) Sales of assets to a noncharitable exempt organization                           |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization                     |     | X  |
| (3) Rental of facilities, equipment, or other assets                                 |     | X  |
| (4) Reimbursement arrangements   | X   |    |
| (5) Loans or loan guarantees   | X   |    |
| (6) Performance of services or membership or fundraising solicitations               |     | X  |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | X   |    |
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		FRANKLIN CARRIAGE HOUSE,	SEE STATEMENT 12
B4	14,765.	L.P.	
		FRANKLIN CARRIAGE HOUSE,	
B5	241,000.	L.P.	
		FRANKLIN CARRIAGE HOUSE,	
C	169,768.	L.P.	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

b If "Yes," complete the following schedule.

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

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

*Jean M. Richard* Signature of officer or trustee      Date *11/13/15*      Title *Treasurer*

May the IRS discuss this return with the preparer shown below (see instr)?  Yes  No

<b>Paid Preparer Use Only</b>	Prm/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CONNIE FELLION	<i>Connie Fellion</i>	11/13/15		P01875413
	Firm's name ▶ MCSOLEY MCCOY & CO.	Firm's EIN ▶ 03-0327374			
Firm's address ▶ 118 TILLEY DRIVE, STE. 202 SOUTH BURLINGTON, VT 05403				Phone no. (802) 658-1808	

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INTEREST INCOME	15,854.	15,854.	15,854.
PEOPLES TRUST COMPANY	14.	14.	14.
TD BANK	121.	121.	121.
UBS FINANCIAL SERVICES INC.	4.	4.	4.
WELLS FARGO	2,977.	2,977.	2,977.
TOTAL TO PART I, LINE 3	18,970.	18,970.	18,970.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS FINANCIAL SERVICES INC	454.	0.	454.	454.	454.
WELLS FARGO	2,179.	0.	2,179.	2,179.	2,179.
TO PART I, LINE 4	2,633.	0.	2,633.	2,633.	2,633.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL INCOME	167,304.	0.	167,304.
TOTAL TO FORM 990-PF, PART I, LINE 11	167,304.	0.	167,304.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,270.	0.	0.	8,270.
TO FORM 990-PF, PG 1, LN 16B	8,270.	0.	0.	8,270.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	18,238.	0.	0.	18,238.
TO FORM 990-PF, PG 1, LN 18	18,238.	0.	0.	18,238.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	8,662.	0.	0.	8,662.
OFFICE EXPENSES	5,606.	0.	0.	5,606.
UTILITIES	56,288.	0.	0.	56,288.
EQUIPMENT	3,126.	0.	0.	3,126.
MATERIALS	12,143.	0.	0.	12,143.
TO FORM 990-PF, PG 1, LN 23	85,825.	0.	0.	85,825.



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**FORM 990-PF      OTHER INCREASES IN NET ASSETS OR FUND BALANCES      STATEMENT      7**


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DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSSES ON INVESTMENTS	3,727.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,727.

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**FORM 990-PF      CORPORATE BONDS      STATEMENT      8**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS HELD TO MATURITY	216,775.	216,775.
TOTAL TO FORM 990-PF, PART II, LINE 10C	216,775.	216,775.

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**FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      9**


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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	27,721.	0.	27,721.
BUILDINGS	1,597,737.	0.	1,597,737.
EQUIPMENT	13,273.	0.	13,273.
OTHER	2,198.	0.	2,198.
TOTAL TO FM 990-PF, PART II, LN 14	1,640,929.	0.	1,640,929.

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**FORM 990-PF      OTHER ASSETS      STATEMENT      10**


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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	165,425.	178,104.	178,104.
PREPAID EXPENSES	6,825.	11,907.	11,907.
TO FORM 990-PF, PART II, LINE 15	172,250.	190,011.	190,011.

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FORM 990-PF                  PART VIII - LIST OF OFFICERS, DIRECTORS                  STATEMENT 11  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STACIE SILLAWAY 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	MANAGER 8.00	8,223.	0.	0.
ROBERT MAYS 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	PRESIDENT 1.50	0.	0.	0.
ELIZABETH RAINVILLE 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	VICE PRESIDENT & SECRETARY 1.50	0.	0.	0.
JEAN RICHARD 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	TREASURER 3.00	1,501.	0.	0.
RICHARD BOUDREAU 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	DIRECTOR 0.50	0.	0.	0.
MARY B. LAROSE 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	DIRECTOR 0.50	0.	0.	0.
SUSAN CLARK 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	DIRECTOR 0.50	0.	0.	0.
SUE BARON 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	DIRECTOR 0.50	0.	0.	0.
CATHRINE PAPAZONI 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	DIRECTOR 0.50	0.	0.	0.
JAY HARTMAN 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	DIRECTOR 0.50	0.	0.	0.
PAUL GATES 114 HOMESTEAD DRIVE FRANKLIN, VT 05457	DIRECTOR 0.50	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

9,724.

0.

0.

990-PF INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS STATEMENT 12  
PART XVII, LINE 1, COLUMN (D)

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

FRANKLIN CARRIAGE HOUSE, L.P.

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

APPROXIMATELY \$14,765 WAS REIMBURSED FROM FRANKLIN CARRIAGE HOUSE, L.P., WHICH REPRESENTS 5% PROPERTY INSURANCE AND 95% FUEL OIL COSTS ALLOCATED BASED ON HISTORICAL USAGE.

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

FRANKLIN CARRIAGE HOUSE, L.P.

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

THERE IS A NOTE RECEIVABLE DUE FROM FRANKLIN CARRIAGE HOUSE, L.P. FOR PRIOR YEAR LOANS MADE TO CONTINUE OPERATIONS. INTEREST IS ACCRUED EACH YEAR ON THE NOTE.

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

FRANKLIN CARRIAGE HOUSE, L.P.

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

ALL EMPLOYEES ARE EMPLOYED BY FRANKLIN HOMESTEAD, INC., BUT EMPLOYEES WORK FOR FRANKLIN CARRIAGE HOUSE, L.P. AS WELL THEREFORE FRANKLIN HOMESTEAD, INC. KEEPS TRACK OF WHICH ENTITY THE EMPLOYEES ARE WORKING FOR AND WILL CHARGE FRANKLIN CARRIAGE HOUSE, L.P. FOR WORK PERFORMED.