Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation ELLIOTT BADGLEY FOUNDATION INC	**A Employer identification number** 04-3488447
Number and street (or P O box number if mail is not delivered to street address) CHOATE LLP PO BOX 961019 — Room/suite	**B** Telephone number (617) 248-4760
City or town, state, and ZIP code BOSTON, MA 02196	**C** If exemption application is pending, check here ▶☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 919,802.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,591.	19,327.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,804.			
	b Gross sales price for all assets on line 6a 290,354.				
	7 Capital gain net income (from Part IV, line 2)		31,804.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	90.	2.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	51,485.	51,133.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	6,500.	3,250.		3,250.
	c Other professional fees STMT 4	12,260.	12,260.		0.
	17 Interest				
	18 Taxes STMT 5	2,740.	740.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	1,331.	1,261.		70.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,831.	17,511.		3,320.
	25 Contributions, gifts, grants paid	21,775.			21,775.
	26 **Total expenses and disbursements.** Add lines 24 and 25	44,606.	17,511.		25,095.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,879.			
	b **Net investment income** (if negative, enter -0-)		33,622.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

11 914

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	45,000.	655.	655.
	2	Savings and temporary cash investments	55,503.	71,617.	71,617.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 9	670,033.	710,888.	800,529.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	44,594.	47,001.	47,001.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	815,130.	830,161.	919,802.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	788,800.	799,906.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	26,330.	30,255.	
	30	**Total net assets or fund balances**	815,130.	830,161.	
	31	**Total liabilities and net assets/fund balances**	815,130.	830,161.	

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	815,130.
2	Enter amount from Part I, line 27a	2	6,879.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	8,702.
4	Add lines 1, 2, and 3	4	830,711.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	550.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	830,161.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE STATEMENT ATTACHED	P		
b	SEE STATEMENT ATTACHED	P		
c	ROBINHOOD COVE PARTNERS	P		
d	ROBINHOOD COVE PARTNERS	P		
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	84,239.		91,022.	-6,783.
b	202,009.		167,528.	34,481.
c	1.			1.
d	3,115.			3,115.
e	990.			990.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-6,783.
b				34,481.
c				1.
d				3,115.
e				990.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	31,804.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2010	41,498.	870,080.	.047694
2009	31,400.	657,707.	.047742
2008	67,625.	677,970.	.099746
2007	59,600.	404,697.	.147271
2006	39,356.	346,242.	.113666

2 Total of line 1, column (d)	2	.456119
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.091224
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	983,300.
5 Multiply line 4 by line 3	5	89,701.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	336.
7 Add lines 5 and 6	7	90,037.
8 Enter qualifying distributions from Part XII, line 4	8	25,095.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	672.
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	672.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	672.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,280.		
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	2,280.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,608.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 680.	**Refunded** ▶	11	928.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHOATE HALL & STEWART LLP Telephone no ▶(617) 248-4760

Located at ▶TWO INTERNATIONAL PLACE, BOSTON, MA ZIP+4 ▶02110

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	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 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSANNA B PLACE 224 ADAMS STREET MILTON, MA 02186	PRESIDENT 1.00	0.	0.	0.
DAVID E PLACE 224 ADAMS STREET MILTON, MA 02186	TREASURER 1.00	0.	0.	0.
ROBERT D PERKINS 127 KENSINGTON ROAD HAMPTON FALLS, NH 03844	CLERK 1.00	0.	0.	0.

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

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

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

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.

Form **990-PF** (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	933,443.
b	Average of monthly cash balances			1b	64,831.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	998,274.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	998,274.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	14,974.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	983,300.
6	**Minimum investment return.** Enter 5% of line 5			6	49,165.

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

1	Minimum investment return from Part X, line 6			1	49,165.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	672.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	672.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	48,493.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	48,493.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	48,493.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	25,095.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	25,095.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	25,095.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					48,493.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006	22,044.				
b From 2007	39,638.				
c From 2008	40,597.				
d From 2009	1,126.				
e From 2010	246.				
f Total of lines 3a through e		103,651.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $	25,095.				
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					25,095.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		23,398.			23,398.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		80,253.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		80,253.			
10 Analysis of line 9					
a Excess from 2007	38,284.				
b Excess from 2008	40,597.				
c Excess from 2009	1,126.				
d Excess from 2010	246.				
e Excess from 2011					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT ATTACHED		PUBLIC	GENERAL	21,775.
Total			▶ 3a	21,775.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19,591.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	90.	
8 Gain or (loss) from sales of assets other than inventory			18	31,804.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		51,485.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 51,485.

(See worksheet in line 13 instructions to verify calculations)

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

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 (other than by providing funds for such purposes)

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

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

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

▶ 7/15/12 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK LAVOIE		7-9-12		P00491156

Firm's name ▶ CHOATE HALL & STEWART LLP

Firm's EIN ▶ 04-1175860

Firm's address ▶ P O BOX 961019
BOSTON, MA 02196

Phone no (617)248-4760

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES	19,341.	990.	18,351.
ROBINHOOD COVE PARTNERS - DIVIDENDS AND INTEREST	1,240.	0.	1,240.
TOTAL TO FM 990-PF, PART I, LN 4	20,581.	990.	19,591.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROBINHOOD COVE PARTNERS - PORTFOLIO INCOME	2.	2.	
FEDERAL TAX REFUND	88.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	90.	2.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - BOOKKEEPING SERVICES	1,000.	500.		500.
CHOATE HALL & STEWART LLP - TAX PREPARATION	5,500.	2,750.		2,750.
TO FORM 990-PF, PG 1, LN 16B	6,500.	3,250.		3,250.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - INVESTMENT MANAGEMENT	12,260.	12,260.		0.
TO FORM 990-PF, PG 1, LN 16C	12,260.	12,260.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	740.	740.		0.
2010 FEDERAL EXCISE TAX	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,740.	740.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FORM PC FILING FEE	70.	0.		70.
ROBINHOOD COVE PARTNERS - INVESTMENT INTEREST EXPENSE	48.	48.		0.
ROBINHOOD COVE PARTNERS - PORTFOLIO DEDUCTIONS	1,213.	1,213.		0.
TO FORM 990-PF, PG 1, LN 23	1,331.	1,261.		70.

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

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE FOR K-1 AMOUNTS	5,321.
2010 INTEREST RECEIVED IN 2011	2.
2010 DIVIDENDS RECEIVED IN 2011	971.
ADJUSTMENT TO BASIS FOR ROBINHOOD COVE PARTNERS	2,406.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,702.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
2011 INTEREST RECEIVED IN 2012	2.
2011 DIVIDENDS RECEIVED IN 2012	526.
ADJUSTMENT TO BASIS FOR RETURN OF CAPITAL DIVIDEND	22.
TOTAL TO FORM 990-PF, PART III, LINE 5	550.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	710,888.	800,529.
TOTAL TO FORM 990-PF, PART II, LINE 10B	710,888.	800,529.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIP INTEREST ROBINHOOD COVE PARTNERS	COST	47,001.	47,001.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,001.	47,001.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

SUSANNA B PLACE
DAVID E PLACE

ELLIOTT BADGLEY FOUNDATION, INC.
Tax Year 2011
EIN 04-3488447
Form 990-PF, Part II

Asset Name	Ticker	Quantity	Market Value	Total Cost
BLACKROCK LIQ FD FED TRST-IN	ID. TFFXX	71,616 62	$71,616.62	$71,616.62
CASH - INCOME		655 64	$655 64	$655.64
Total			$72,272.26	$72,272.26
CREDIT SUISSE COMM RET ST-CO	ID: CRSOX	4,386 27	$35,879.70	$34,676 00
FIDELITY ADV GLOB COMM ST	ID FFGCX	804 56	$11,215 61	$10,637 00
GATEWAY FUND Y	ID. GTEYX	1,082.09	$28,556.36	$28,275 00
MFS EMERGING MKTS DEBT FD I	ID· MEDIX	1,328 83	$19,294.54	$16,084.53
SPDR DJ WILSHIRE INTL REAL ESTATE	ID. RWX	190.00	$6,047.70	$4,751.90
T ROWE PRICE REAL ESTATE FUND	ID: TRREX	1,191 24	$21,871.20	$13,496 77
WELLS FARGO INTL BOND FUND-INST	ID. ESICX	2,486 26	$28,219 04	$26,975 92
GOLDMAN SACHS LOC EMG MK-I	ID· GIMDX	2,168.92	$18,739.49	$21,715.40
ISHARES MSCI CANADA INDEX FUND	ID EWC	280.00	$7,448.00	$5,152 00
ISHARES MSCI GERMANY	ID EWG	835 00	$16,048.70	$16,335 39
ISHARES S&P SMALLCAP 600	ID. IJR	190 00	$12,977 00	$7,799 51
LAZARD EMERGING MKTS PORT-IN	ID LZEMX	637.29	$10,706.40	$7,411.63
NEUBERGER BERMAN SOC RES-INV	ID. NBSRX	8,137 12	$200,254.55	$130,130.71
SPDR S&P MIDCAP 400 ETF TRUST	ID MDY	140.00	$22,328 60	$13,720 98
TEMPLETON FRONTIER MARKETS FUND	ID: FFRZX	1,504.84	$19,532 88	$20,195.00
VANGUARD FTSE ALL WORLD X-US SC	ID VSS	350.00	$27,149.50	$33,217.87
VANGUARD MSCI EAFE ETF	ID. VEA	4,290 00	$131,402.70	$136,743.86
VANGUARD DIVIDEND APPRECIATION	ID· VIG	775 00	$42,353.75	$43,117 00
VANGUARD MSCI EMERGING MARKETS ETF	ID: VWO	700 00	$26,747.00	$28,039.90
VIRTUS EMERGING MARKETS OPP FUND	ID· HIEMX	1,332.77	$11,595.08	$11,795 00
WISDOMTREE EMERGING MKTS S/C DIV FD	ID. DGS	225 00	$9,301 50	$10,059 81
PIMCO TOTAL RETURN FUND-INST	ID PTTRX	4,273 88	$46,457 02	$45,476 66
VANGUARD TOTL BD MKT IDX	ID VBTSX	4,218.44	$46,402.86	$45,080 30
Total			$800,529 18	$710,888 14
LIMITED PARTNERSHIP ROBINHOOD	ID. 999992C22	47,001 00	$47,001.00	$47,001.00
Total			$47,001.00	$47,001.00

```
ACCT 2YX6  853577013              CHOATE, HALL & STEWART LLP
FROM 01/01/2011                   STATEMENT OF CAPITAL GAINS AND LOSSES
TO   12/31/2011                   ELLIOTT FOUNDATION, INC.                            RUN 02/24/2012
                                                                                          06.05 07 AM

                                  TRUST YEAR ENDING  12/31/2011

TAX PREPARER:        TPK
TRUST ADMINISTRATOR: 25                                 LEGEND:  F - FEDERAL     S - STATE     I - INHERITED
INVESTMENT OFFICER:  7                                           E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION         SHARES         DATE           SALES PRICE          COST BASIS          GAIN/LOSS    TERM  NC
--------------------         ------         ----           -----------          ----------          ---------    ----  --

       837.1620  GATEWAY FUND Y - 367829884 - MINOR = 59
              SOLD                      04/25/2011           22444.32
              ACQ          720.9780     09/04/2009           19329.43            17700.00            1629.43    LT15  Y
                           116 1840     05/24/2010            3114.89             2850.00             264.89    ST    Y
       150.0000  ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63
              SOLD                      04/25/2011            5028.28
              ACQ          130.0000     09/04/2009            4357.84             3167 18            1190 66    LT15  Y
                            20.0000     04/16/2009             670 44              368 00             302 44    LT15  Y
       280.0000  ISHARES MSCI GERMANY - 464286806 - MINOR = 63
              SOLD                      04/25/2011            7669 86
              ACQ          280 0000     10/29/2010            7669.86             6672.40             997.46    ST    Y
       100.0000  ISHARES S&P SMALLCAP 600 - 464287804 - MINOR = 63
            . SOLD                      04/25/2011            7337.02
              ACQ           20.0000     10/29/2010            1467.40             1236 40             231.00    ST    Y
                            80.0000     04/16/2009            5869.62             3284.00            2585 62    LT15  Y
      2460.0000  PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66
              SOLD                      04/25/2011           27035.40
              ACQ         2239 0840     09/04/2009           24607 53            24137.33             470 20    LT15  Y
                           220.9160     04/20/2009            2427 87             2253.34             174 53    LT15  Y
       480.0000  T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59
              SOLD                      04/25/2011            9139.20
              ACQ          480.0000     12/17/2008            9139.20             5416.47            3722 73    LT15  Y
  ***FOUND UPDATE***
        50.0000  SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63
              SOLD                      04/25/2011            2010 86
              ACQ           50 0000     04/16/2009            2010 86             1250 50             760 36    LT15  Y
       174.0000  SUCCESSFACTORS INC - 864596101 - MINOR = 43
              SOLD                      04/25/2011            6925.06
              ACQ          174.0000     06/06/2001            6925.06              138.44            6786.62    LT15  Y
      2745.0000  VANGUARD TOTL BD MKT IDX - 921937868 - MINOR = 66
              SOLD                      04/25/2011           29124.45
              ACQ         2443 3370     09/04/2009           25923.81            25288 54             635 27    LT15  Y
                           125 8030     10/29/2010            1334.77             1370.00             -35.23    ST    Y
                           175.8600     04/20/2009            1865.87             1779.70              86.17    LT15  Y
       820.0000  GOLDMAN SACHS LOC EMG MK-I - 38145N303 - MINOR = 64
              SOLD                      12/08/2011            7257.00
              ACQ          820.0000     04/27/2011            7257.00             8224.60            -967.60    ST    Y
       975.0000  LAZARD EMERGING MKTS PORT-IN - 52106N889 - MINOR = 61
              SOLD                      12/08/2011           17686.50
              ACQ          504.2660     04/27/2011            9147.39            11230.00           -2082.61    ST    Y
                           470.7340     04/20/2009            8539.11             5474 64            3064.47    LT15  Y
       720.0000  MFS EMERGING MKTS DEBT FD I - 55273E640 - MINOR = 64
              SOLD                      12/08/2011           10461.60
              ACQ          720.0000     04/27/2011           10461.60            10468 79              -7.19    ST    Y
      2403 8460  NEUBERGER BERMAN SOC RES-INV - 641224605 - MINOR = 59
              SOLD                      12/08/2011           58629.80
              ACQ         2380.9520     05/24/2010 _         58071.42            50000 00            8071.42    LT15  Y
                            22.8940     12/07/2009             558 38              462 46              95.92    LT15  Y
      6093.0300  T ROWE INSTI AFR&MID EAST - 74144Q609 - MINOR = 61
              SOLD                      12/08/2011           30160.50
              ACQ          674.7660     05/24/2010            3340.09             3610 00            -269.91    LT15  Y
                          4388.8010     04/24/2009           21724.57            17423.54            4301.03    LT15  Y
                          1029.4630     04/27/2011            5095.84             5940.00            -844.16    ST    Y
        80.0000  SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63
              SOLD                      12/08/2011           12629.66
              ACQ           65.0000     04/25/2011           10261.60            11734.35           -1472.75    ST    Y
                            15.0000     04/16/2009            2368.06             1470 11             897.95    LT15  Y
       125.0000  ENERGY SELECT SECTOR SPDR - 81369Y506 - MINOR = 63
              SOLD                      12/08/2011            8593.58
              ACQ          125.0000     04/25/2011            8593.58             9820 00           -1226.42    ST    Y
        90.0000  VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 63
              SOLD                      12/08/2011            2843.94
              ACQ           90.0000     09/04/2009            2843.94             2968.46            -124.52    LT15  Y
       930.0000  WELLS FARGO INTL BOND FUND-INST - 94985D582 - MINOR = 64
              SOLD                      12/08/2011           10853.10
              ACQ          806.9510     04/27/2011            9417.12             9635 00            -217.88    ST    Y
                           123.0490     05/24/2010            1435 98             1335.08             100.90    LT15  Y
       330.0000  WISDOMTREE JAPAN DIVIDEND FD - 97717W851 - MINOR = 63
              SOLD                      12/08/2011           10417.90
              ACQ          330.0000     04/25/2011           10417.90            11840.18           -1422.28    ST    Y
                                                      ---------------     ---------------
                                       TOTALS              286248.03           258549 51
                                                      ===============     ===============
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Short-term 84,238.95 91,021.72 -6,782.77

Long-term 202,009.08 167,527.79 34481.29

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SUMMARY OF CAPITAL GAINS/LOSSES
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FEDERAL                     SHORT TERM   LONG TERM 28%  LONG TERM 15%     ST WASH SALE    LT WASH SALE      1250 GAIN
                          ------------   ------------   ------------     ------------    ------------   ------------
NONCOVERED FROM ABOVE         -6782.77           0.00       34481.29             0.00            0.00          0.00*
COVERED FROM ABOVE                0.00           0.00           0 00             0.00            0.00
COMMON TRUST FUND                 0.00           0.00           0 00                                           0.00
CAPITAL GAIN DIVIDENDS          279.20           0.00         990.34                                           0.00
                          ------------   ------------   ------------     ------------    ------------   ------------
                              -6503.57           0.00       35471.63             0.00-           0.00          0.00
                          ============   ============   ============     ============    ============   ============
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ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2011 – December 31, 2011

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year

DATE	NAME	AMOUNT
11/18/11	Amnesty International USA P. O. Box 98233 Washington, DC 20090-8233	100.00
11/18/11	Ashoka Innovators for the Public 1700 North Moore Street, Suite 2000 Arlington, VA 22209-1921	1,000.00
11/18/11	Boston Landmarks Orchestra 168 Brattle Street Cambridge, MA 02138	250.00
12/19/11	Brady Center Gun Law Defense Fund 1225 Eye Street, NW - Suite 1100 Washington, DC 20005-3914	100.00
09/06/11	Louis W. Cabot Island Education Fund 386 Main Street P. O. Box 648 Rockland, ME 04841-9929	1,500.00
11/18/11	The Carter Center 453 Freedom Parkway Atlanta, GA 30307	1,000.00
02/11/11	Cobscook Community Learning Center 10 Commissary Point Road Lubec, ME 04652	250.00
02/11/11	Community Enterprise Solutions 38 Lake Trail West Morristown, NJ 07960	2,000.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2011 – December 31, 2011

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
11/22/11	Cultural Survival 215 Prospect Street Cambridge, MA 02136	2,000.00
11/18/11	Doctors Without Borders USA 333 7th Avenue, 2nd Floor New York, NY 10001	1,000.00
12/19/11	Ecologic Development Fund 25 Mount Auburn Street, Suite 203 Cambridge, MA 02138-6032	1,000.00
11/18/11	Forbes House Museum 215 Adams Street Milton, MA 02186	100.00
11/18/11	The Greater Boston Food Bank P. O. Box 55860 Boston, MA 02205-8401	150.00
11/18/11	Guatemala Human Rights Commission/USA 3321 12th Street, NE Washington, DC 20017	100.00
12/19/11	Harvard University Faculty of Arts and Sciences 124 Mount Auburn Street Cambridge, MA 02138	100.00
12/19/11	Home for Little Wanderers P. O. Box 55785 Boston, MA 02205-8183	100.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2011 – December 31, 2011

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
12/19/11	The Jackson Laboratory P. O. Box 254 Bar Harbor, ME 04609-9913	1,000.00
11/18/11	Konbit Sante's Earthquake Response Fund P. O. Box 11281 Portland, ME 04104-7281	100.00
11/18/11	Limitless Horizons 1805 Maple Shade Lane Richmond, VA 23227	200.00
08/15/11	Mercy Corps 9 Waterhouse Street Cambridge, MA 02138	1,000.00
09/07/11	Middlebury College Solar Decathlon Middlebury College Harris Farmhouse Middlebury, VT 05753	250.00
12/19/11	Mil Milagros 400 Atlantic Avenue Boston, MA 02110	100.00
11/18/11	Neponset River Watershed Association 2173 Washington Street Canton, MA 02021-1105	50.00
11/18/11	Northern Woodlands P. O. Box 471 Corinth, VT 05039-0471	100.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2011 – December 31, 2011

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
11/18/11	Partners in Health P. O. Box 845578 Boston, MA 02284-5578	1,000.00
12/19/11	Perkins School for the Blind 175 North Beacon Street E. Watertown, MA 02472-2790	125.00
11/18/11	Pine Street Inn P. O. Box 3215 Boston, MA 02241-3215	500.00
12/19/11	Planned Parenthood League of MA 1055 Commonwealth Avenue Boston, MA 02215	1,000.00
11/18/11	Project Bread - The Walk for Hunger P. O. Box 845968 Boston, MA 02284-5968	100.00
02/11/11	Safe Passage 81 Bridge Street, Suite 104 Yarmouth, ME 04096	2,500.00
11/18/11	St. Michael's Episcopal Church 112 Randolph Avenue Milton, MA 02186	1,400.00
12/19/11	Trustees of Reservations 572 Essex Street Beverly, MA 01915-1530	500.00
12/19/11	WGBH Leadership Circle P. O. Box 55875 Boston, MA 02205	600.00

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Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
11/18/11	Wings 793 Ashbury Street San Francisco, CA 94117	250.00
06/21/11	Yale University P. O. Box 2038 New Haven, CT 06521-2038	250.00
	TOTAL	$21,775.00

NOTE: None of the above recipients is an individual. All donations to the public charities listed are for general purposes unless otherwise noted.

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
ELLIOTT BADGLEY FOUNDATION INC

Employer identification number (EIN) or
☒ 04-3488447

Number, street, and room or suite no. If a P.O box, see instructions.
CHOATE LLP PO BOX 961019

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
BOSTON, MA 02196

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CHOATE HALL & STEWART LLP
  TWO INTERNATIONAL PLACE - BOSTON, MA 02110

  Telephone No ▶ (617) 248-4760 FAX No. ▶ (617) 502-4760
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2011 or

▶ ☐ tax year beginning ____________ , and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 2,280.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 2,280.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**