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 , 2011, and ending , 20

Name of foundation: PAUL & EDITH BABSON FOUNDATION JH0200

A Employer identification number: 04-6037891

Number and street (or P O box number if mail is not delivered to street address): 50 CONGRESS STREET

Room/suite:

B Telephone number (see instructions): (617) 523-6800

City or town, state, and ZIP code: BOSTON, MA 02109

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)* ▶ $ 10,885,417.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	320,903.	320,903.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-11,026.			
	b Gross sales price for all assets on line 6a 504,859.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	309,877.	320,903.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	6,923.	2,844.	NONE	4,056.
	c Other professional fees (attach schedule) STMT 4	24,394.	13,416.		10,977.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	14,464.	3,309.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	8,030.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	53,811.	19,569.	NONE	15,033.
	25 Contributions, gifts, grants paid	492,990.			492,990.
	26 **Total expenses and disbursements** Add lines 24 and 25	546,801.	19,569.	NONE	508,023.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-236,924.			
	b **Net investment income** (if negative, enter -0-)		301,334.		
	c **Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

9/17 A

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	390,387.	315,590.	315,657.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S and state government obligations (attach schedule) STMT 7	2,069,994.	1,907,869.	2,019,996.
	b	Investments - corporate stock (attach schedule) STMT 8	3,163,838.	3,163,838.	8,549,764.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,624,219.	5,387,297.	10,885,417.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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	5,624,219.	5,387,297.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,624,219.	5,387,297.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,624,219.	5,387,297.	

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	5,624,219.
2	Enter amount from Part I, line 27a	2	-236,924.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2.
4	Add lines 1, 2, and 3	4	5,387,297.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,387,297.

Form **990-PF** (2011)

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	504,858.		515,885.	-11,027.
b				
c				
d				
e				

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				-11,027.
b				
c				
d				
e				

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 -11,026.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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))
2010	453,811.	10,328,286.	0.043939
2009	506,554.	9,491,047.	0.053372
2008	566,916.	11,305,735.	0.050144
2007	581,797.	12,935,461.	0.044977
2006	602,353.	12,283,409.	0.049038

2	**Total** of line 1, column (d)	2	0.241470
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048294
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,900,793.
5	Multiply line 4 by line 3	5	526,443.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,013.
7	Add lines 5 and 6	7	529,456.
8	Enter qualifying distributions from Part XII, line 4	8	508,023.

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			1	6,027.
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	
3	Add lines 1 and 2			3	6,027.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	6,027.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,796.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5,796.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	31.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	262.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶			11	

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
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?	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 ▶ NICHOLS & PRATT, LLP Telephone no. ▶ (617)523-6800

Located at ▶ 50 CONGRESS ST, SUITE 832, BOSTON, MA ZIP + 4 ▶ 02109

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

		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)?	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)	2b		X
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.)*	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)? (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)? **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? ☐ 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? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	10,792,677.
b	Average of monthly cash balances			1b	274,118.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	11,066,795.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	NONE
3	Subtract line 2 from line 1d			3	11,066,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	166,002.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,900,793.
6	**Minimum investment return.** Enter 5% of line 5			6	545,040.

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	545,040.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,027.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,027.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	539,013.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	539,013.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	539,013.

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	508,023.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	508,023.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	508,023.

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.

Form **990-PF** (2011)

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				539,013.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			53,647.	
b Total for prior years: 20 09 , 20 ____ , 20 ____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 NONE				
b From 2007 NONE				
c From 2008 NONE				
d From 2009 NONE				
e From 2010 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 508,023.				
a Applied to 2010, but not more than line 2a			53,647.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				454,376.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				84,637.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 NONE				
b Excess from 2008 NONE				
c Excess from 2009 NONE				
d Excess from 2010 NONE				
e Excess from 2011 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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).)

N/A

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.

N/A

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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 36				
Total . . . . ▶ **3a**				492,990.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	320,903.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-11,026.	
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)				309,877.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 309,877.

(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). (See instructions.)

NOT APPLICABLE

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

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

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

▶ Signature of officer or trustee | 5/11/12 Date | ▶ Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GORDON POWERS		05/03/2012		P00260194

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) | Firm's EIN ▶ 75-1297386

Firm's address ▶ 35 THOMSON PLACE, 1ST FL
BOSTON, MA 02210 | Phone no. 617-856-2811

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

FEDERATED US TREASURY CASH RSV FD-I	1.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		1.00

STATEMENT 1

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1.	
		45000. U.S. TREASURY BILLS 6/02/ PROPERTY TYPE: SECURITIES					12/21/2010	01/26/2011
44,967.00		44,976.00					-9.00	
		200000. U.S. TREASURY NOTES 5.000% 8/1 PROPERTY TYPE: SECURITIES					03/01/2005	08/15/2011
200,000.00		209,563.00					-9,563.00	
		100000. U.S. TREASURY NOTES 4.500% 9/3 PROPERTY TYPE: SECURITIES					09/14/2007	09/30/2011
100,000.00		101,406.00					-1,406.00	
		100000. U.S. TREASURY BILLS 7/2 PROPERTY TYPE: SECURITIES					10/12/2011	11/18/2011
99,931.00		99,968.00					-37.00	
		60000. U.S. TREASURY BILLS 7/26 PROPERTY TYPE: SECURITIES					10/12/2011	11/21/2011
59,960.00		59,972.00					-12.00	
TOTAL GAIN(LOSS)	......	....					---------- -11,026. ==========	

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SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2011

Name of estate or trust: PAUL & EDITH BABSON FOUNDATION JH0200

Employer identification number: 04-6037891

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS					1.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-58.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-57.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-10,969.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-10,969.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-57.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-10,969.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-11,026.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20. If zero or less, enter -0-		22		
23	Subtract line 22 from line 17. If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (.15)			30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust
PAUL & EDITH BABSON FOUNDATION JH0200

Employer identification number
04-6037891

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example· 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 45000. U.S. TREASURY BILLS 6/02/11	12/21/2010	01/26/2011	44,967.00	44,976.00	-9.00
100000. U.S. TREASURY BILL 7/26/12	10/12/2011	11/18/2011	99,931.00	99,968.00	-37.00
60000. U.S. TREASURY BILLS 7/26/12	10/12/2011	11/21/2011	59,960.00	59,972.00	-12.00

1b Total. *Combine the amounts in column (f). Enter here and on Schedule D, line 1b* . . . . -58.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
PAUL & EDITH BABSON FOUNDATION JH0200

Employer identification number
04-6037891

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200000. U.S. TREASURY NOTE 8/15/11	03/01/2005	08/15/2011	200,000.00	209,563.00	-9,563.00
100000. U.S. TREASURY NOTE 9/30/11	09/14/2007	09/30/2011	100,000.00	101,406.00	-1,406.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-10,969.00

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AUTOMATIC DATA PROCESSING INC	17,280.	17,280.
CATERPILLAR INC	5,400.	5,400.
COCA COLA CO	22,560.	22,560.
COLGATE PALMOLIVE CO	4,540.	4,540.
EMERSON ELEC CO	17,220.	17,220.
EXXONMOBIL CORP	11,100.	11,100.
FHLB 4.500% 11/15/12	9,000.	9,000.
GENERAL ELECTRIC CORP	22,272.	22,272.
JOHNSON & JOHNSON	27,000.	27,000.
LINEAR TECHNOLOGY CORP	5,760.	5,760.
MEDTRONIC INC	6,545.	6,545.
MERCK & CO INC	15,200.	15,200.
MICROSOFT CORP	4,080.	4,080.
NOVARTIS AG SPONSORED ADR	9,453.	9,453.
PEPSICO INC	25,870.	25,870.
PRAXAIR INC	4,000.	4,000.
PROCTER & GAMBLE CO	24,682.	24,682.
SCHLUMBERGER LTD	2,880.	2,880.
STATE STREET CORP	550.	550.
SYSCO CORP	10,400.	10,400.
U.S. TREASURY BILLS 6/02/11	126.	126.
U.S. TREASURY NOTES 5.000% 8/15/11	10,000.	10,000.
U.S. TREASURY NOTES 4.875% 2/15/12	7,313.	7,313.
U.S. TREASURY NOTES 3.875% 2/15/13	3,875.	3,875.
U.S. TREASURY NOTES 4.250% 8/15/13	6,375.	6,375.
U.S. TREASURY NOTES 4.750% 5/15/14	9,500.	9,500.
U.S. TREASURY NOTES 4.000% 2/15/15	4,000.	4,000.
U.S. TREASURY NOTES 4.500% 11/15/15	6,750.	6,750.
U.S. TREASURY NOTES 5.125% 5/15/16	10,250.	10,250.
U.S. TREASURY NOTES 4.500% 9/30/11	4,500.	4,500.
U.S. TREASURY NOTES 1.500% 12/31/13	1,125.	1,125.
U.S. TREASURY NOTES 1.125% 12/15/12	1,688.	1,688.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. TREASURY NOTES 1.000% 12/31/11	1,000.	1,000.
U.S. TREASURY NOTES 0.500% 11/15/13	399.	399.
U.S. TREASURY NOTES 0.500% 11/30/12	210.	210.
WALGREEN CO	8,000.	8,000.
TOTAL	320,903.	320,903.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	6,448.	2,649.		3,778.
TAX PREPARATION FEE (NON-ALLOC	475.	195.		278.
TOTALS	6,923.	2,844.	NONE	4,056.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	24,394.	13,416.	10,977.
TOTALS	24,394.	13,416.	10,977.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,309.	3,309.
FEDERAL TAX PAYMENT - PRIOR YE	5,359.	
FEDERAL ESTIMATES - PRINCIPAL	5,796.	
TOTALS	14,464.	3,309.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
OTHER ALLOCABLE EXPENSE-INCOME		8,030.
	TOTALS	8,030.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	1,907,869.	2,019,996.
TOTALS	1,907,869.	2,019,996.

PAUL & EDITH BABSON FOUNDATION JH0200 04-6037891

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	3,163,838.	8,549,764.
TOTALS	3,163,838.	8,549,764.

Statement of Value and Activity

December 1, 2011 - December 31, 2011

Asset Detail

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Cash & Equivalents						
Money Market Funds						
Federated US Treasury Cash Rsv Fd-I CUSIP: 60934N682	50,739	$50,739.23	$50,739.23	0.00%	$2.37	0.47%
		$50,739.23	$50,739.23		$2.37	0.47%
U.S. Treasury Bills						
U.S. Treasury Bills 7/26/12 CUSIP: 9127954B4	265,000	$264,850.27	$264,917.85	0.06%	$161.21	2.43%
		$264,850.27	$264,917.85		$161.21	2.43%
Total Cash & Equivalents		$315,589.50	$315,657.08		$163.58	2.90%
Equity						
Consumer Staples						
Coca Cola Co CUSIP: 191216100	12,000	$34,274.58	$839,640.00	2.69%	$22,560.00	7.71%
Colgate Palmolive Co CUSIP: 194162103	2,000	$139,213.00	$184,780.00	2.51%	$4,640.00	1.70%
Pepsico Inc CUSIP: 713448108	13,000	$27,489.43	$862,550.00	3.10%	$26,780.00	7.93%
Procter & Gamble Co CUSIP: 742718109	12,000	$35,740.47	$800,520.00	3.15%	$25,200.00	7.35%
Sysco Corp CUSIP: 871829107	10,000	$331,827.55	$293,300.00	3.68%	$10,800.00	2.69%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2011 - December 31, 2011

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Walgreen Co CUSIP: 931422109	10,000	$400,981.00	$330,600.00	2.72%	$9,000.00	3.04%
		$969,526.03	$3,311,390.00		$98,980.00	30.42%
Energy						
Exxonmobil Corp CUSIP: 30231G102	6,000	$453,884.20	$508,560.00	2.22%	$11,280.00	4.67%
Schlumberger Ltd CUSIP: 806857108	3,000	$120,149.70	$204,930.00	1.46%	$3,000.00	1.88%
		$574,033.90	$713,490.00		$14,280.00	6.55%
Financials						
State Street Corp CUSIP: 857477103	1,000	$41,650.00	$40,310.00	1.79%	$720.00	0.37%
		$41,650.00	$40,310.00		$720.00	0.37%
Health Care						
Johnson & Johnson CUSIP: 478160104	12,000	$26,888.40	$786,960.00	3.48%	$27,360.00	7.23%
Medtronic Inc CUSIP: 585055106	7,000	$356,360.25	$267,750.00	2.54%	$6,790.00	2.46%
Merck & Co Inc CUSIP: 58933Y105	10,000	$128,907.81	$377,000.00	4.46%	$16,800.00	3 46%
Novartis AG Sponsored ADR CUSIP: 66987V109	4,000	$211,030.00	$228,680.00	3.51%	$8,020.00	2.10%
		$723,186.46	$1,660,390.00		$58,970.00	15.25%

Statement of Value and Activity

December 1, 2011 - December 31, 2011

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Industrials						
Caterpillar Inc CUSIP: 149123101	3,000	$119,128.20	$271,800.00	2.03%	$5,520.00	2.50%
Emerson Elec Co CUSIP: 291011104	12,000	$35,340.05	$559,080.00	3.43%	$19,200.00	5.14%
General Electric Corp CUSIP: 369604103	38,400	$136,979.73	$687,744.00	3.80%	$26,112.00	6.32%
		$291,447.98	$1,518,624.00		$50,832.00	13.96%
Technology						
Automatic Data Processing Inc CUSIP: 053015103	12,000	$53,239.00	$648,120.00	2.92%	$18,960.00	5.95%
EMC Corp Mass CUSIP: 268648102	5,000	$74,168.00	$107,700.00	0.00%	$0.00	0.99%
Linear Technology Corp CUSIP: 535678106	6,000	$163,305.24	$180,180.00	3.20%	$5,760.00	1.66%
Microsoft Corp CUSIP: 594918104	6,000	$148,873.13	$155,760.00	3.08%	$4,800.00	1.43%
		$439,585.37	$1,091,760.00		$29,520.00	10.03%
Basic Materials						
Praxair Inc CUSIP: 74005P104	2,000	$124,408.60	$213,800.00	1.87%	$4,000.00	1.96%
		$124,408.60	$213,800.00		$4,000.00	1.96%
Total Equity		$3,163,838.34	$8,549,764.00		$257,302.00	78.54%

Statement of Value and Activity

December 1, 2011 - December 31, 2011

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Fixed Income *Government Securities*						
United States Treasury Notes DTD 12/31/2009 1.000% 12/31/2011 CUSIP: 912828ML1	200,000	$200,937.50	$200,000.00	1.00%	$2,000.00	1.84%
United States Treasury Notes DTD 02/15/2002 4.875% 02/15/2012 CUSIP: 9128277L0	150,000	$153,562.50	$150,849.00	4.85%	$7,312.50	1.39%
Federal Home Loan Bank DTD 11/22/2002 4.500% 11/15/2012 Non Callable CUSIP: 3133MTZL5	200,000	$204,900.00	$207,202.00	4.34%	$9,000.00	1.90%
United States Treasury Notes DTD 11/30/2010 0.500% 11/30/2012 CUSIP: 912828PV6	50,000	$50,000.00	$50,160.00	0.50%	$250.00	0.46%
United States Treasury Notes DTD 12/15/2009 1.125% 12/15/2012 CUSIP: 912828MB3	150,000	$149,343.75	$151,383.00	1.11%	$1,687.50	1.39%
United States Treasury Notes DTD 02/15/2003 3.875% 02/15/2013 CUSIP: 912828AU4	100,000	$102,156.25	$104,117.00	3.72%	$3,875.00	0.96%
United States Treasury Notes DTD 08/15/2003 4.250% 08/15/2013 CUSIP: 912828BH2	150,000	$147,796.88	$159,691.50	3.99%	$6,375.00	1.47%
United States Treasury Notes DTD 11/15/2010 0.500% 11/15/2013 CUSIP: 912828PU8	100,000	$98,843.75	$100,461.00	0.50%	$500.00	0.92%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2011 - December 31, 2011

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
United States Treasury Notes DTD 12/31/2008 1.500% 12/31/2013 CUSIP: 912828JW1	150,000	$148,218.75	$153,726.00	1.46%	$2,250.00	1.41%
United States Treasury Notes DTD 05/15/2004 4.750% 05/15/2014 CUSIP: 912828CJ7	200,000	$199,875.00	$220,906.00	4.30%	$9,500.00	2.03%
United States Treasury Notes DTD 02/15/2005 4.000% 02/15/2015 CUSIP: 912828DM9	100,000	$98,906.25	$111,063.00	3.60%	$4,000.00	1.02%
United States Treasury Notes DTD 11/15/2005 4.500% 11/15/2015 CUSIP: 912828EN6	150,000	$148,828.13	$172,453.50	3.91%	$6,750.00	1.58%
United States Treasury Notes DTD 05/15/2006 5.125% 05/15/2016 CUSIP: 912828FF2	200,000	$204,500.00	$237,984.00	4.31%	$10,250.00	2.19%
Total Fixed Income		$1,907,868.76	$2,019,996.00		$63,750.00	18.56%
Total All Assets		**$5,387,296.60**	**$10,885,417.08**		**$321,215.58**	**100.00%**

Statement of Value and Activity

December 1, 2011 - December 31, 2011

Transaction Summary

Transaction Category	*Principal Cash*	*Income Cash*
Beginning Cash Balance on 12/1/11	**$229,211.85**	**-$229,211.85**
Receipts		
Dividend Income	$0.00	$24,550.19
Other Income	$0.00	$0.00
Interest Income	$0.00	$843.75
Additions	$0.00	$217,949.49
Capital Gain Distributions	$0.00	$0.00
Tax Exempt Dividends & Interest	$0.00	$0.00
Total Receipts	**$0.00**	**$243,343.43**
Disbursements		
Distributions	-$217,949.49	-$8,150.00
Fees	$0.00	$0.00
Expenses	-$1,449.00	-$5,981.58
Taxes	$0.00	$0.00
Total Disbursements	**-$219,398.49**	**-$14,131.58**
Purchases	**-$24,193.94**	**$0.00**
Sales/Maturities	**$14,380.58**	**$0.00**
Asset Transfers		
Free Receipts	$0.00	$0.00
Free Deliveries	$0.00	$0.00
Total Asset Transfers	**$0.00**	**$0.00**
Other	**$0.00**	**$0.00**
Ending Cash Balance on 12/31/11	**$0.00**	**$0.00**

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		2.
	TOTAL	2.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JAMES R NICHOLS
ADDRESS:
50 CONGRESS ST
BOSTON, MA 02109
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JAMES A BABSON
ADDRESS:
50 CONGRESS ST
BOSTON, MA 02109
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
KATHERINE L BABSON JR
ADDRESS:
50 CONGRESS ST
BOSTON, MA 02109
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 10

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
E D NICHOLS - PAUL & EDITH BABSON FDN
ADDRESS:
50 CONGRESS ST
BOSTON, MA 02109
RECIPIENT'S PHONE NUMBER: 617-523-6800
FORM, INFORMATION AND MATERIALS:
TWO COPIES OF THE AGM OR NNG COMMON GRANT APPLICATION
SUBMISSION DEADLINES:
POSTMARKED BY APRIL 1 OR SEPT 25
RESTRICTIONS OR LIMITATIONS ON AWARDS:
WITH FEW EXCEPTIONS, PREFERENCE IS GIVEN TO MASSACHUSETTS CHARITIES AND EDUCATIONAL ORGANIZATIONS

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NIPPONZAN MYOHOJI USA
PEACE PAGODA
ADDRESS:
100 CAVE HILL RD
LEVERETT, MA 01054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
AMERICAN FRIENDS SERVICE COMMITTEE
DEVELOPMENT OFFICE
ADDRESS:
1501 CHERRY STREET
PHILADELPHIA, PA 19102-1403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FIVE COLLEGE PROGRAM ON PEACE AND
WORLD SECURITY STUDIES
ADDRESS:
HAMPSHIRE COLLEGE
AMHERST, MA 01002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HAYMARKET PEOPLE'S FUND
ADDRESS:
42 SEAVERNS AVENUE
BOSTON, MA 02130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT FUND POOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MASSACHUSETTS CENTER FOR NATIVE
AMERICAN AWARENESS
ADDRESS:
PO BOX 5885
BOSTON, MA 02114-5885
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
YOUTH ENRICHMENT AND EMPOWERMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MT. TOBY MONTHLY MEETING
RELIGIOUS SOCIETY OF FRIENDS
ADDRESS:
194 LONG PLAIN ROAD
LEVERETT, MA 01054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
PEACE ACTION EDUCATION FUND
ADDRESS:
1100 WAYNE AVENUE, SUITE 1020
SILVER SPRING, MD 20910
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF THE STUDENT NETWORK SPAN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
RED TOMATO
ADDRESS:
1033 TURNPIKE STREET
CANTON, MA 02021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
VETERAN'S EDUCATION PROJECT
ADDRESS:
PO BOX 416
AMHERST, MA 01004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
ZING FOUNDATION
ADDRESS:
PO BOX 1216
ARLINGTON, MA 02174
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
SARVODAYA USA
ADDRESS:
122 STATE STREET, SUITE 510
MADISON, WI 53703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TSUNAMI RELIEF PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
SRI LANKA ASSOCIATION, NEW ENGLAND
ADDRESS:
25 SUNSET DRIVE
DOUGLAS, MA 01516
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRESERVE SRI LANKAN DANCE TRADITIONS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NEW ENGLAND BUDDHIST VIHARA CENTRE
ADDRESS:
37 JOHNSON STREET
FRAMINGHAM, MA 01701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
NEW ORLEANS AREA HABITAT
FOR HUMANITY
ADDRESS:
PO BOX 15052
NEW ORLEANS, LA 70175
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION OF HOUSES IN NEW ORLEANS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ARTISTS FOR HUMANITY, INC.
ADDRESS:
100 WEST SECOND STREET
BOSTON, MA 02127
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DEVELOPMENT OF MICRO-ENTERPRISE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ASSOCIATED GRANT MAKERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUMMER FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
B.E.L.L. FOUNDATION, INC., THE
ADDRESS:
60 CLAYTON STREET
DORCHESTER, MA 02122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
BOSTON NATURAL AREAS NETWORK
ADDRESS:
62 SUMMER STREET
BOSTON, MA 02109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
YOUTH CONSERVATION CORPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
FRANKLIN PARK COALITION
ADDRESS:
PO BOX 302333
BOSTON, MA 02130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
YOUTH CONSERVATION CREW
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SUMMER SEARCH BOSTON
ADDRESS:
500 AMORY STREET
JAMAICA PLAIN, MA 02130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROGRAM'S OPERATING COSTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
LET'S GET READY
ADDRESS:
89 SOUTH STREET, SUITE 203
BOSTON, MA 02111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN INDIAN COLLEGE FUND
ADDRESS:
8333 GREENWOOD BOULEVARD
DENVER, CO 80221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
VICTORY PROGRAMS, INC
ADDRESS:
965 MASSACHUSETTS AVENUE
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF REVISION URBAN FARM.
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ALZHEIMER'S ASSOCIATION
ADDRESS:
36 CAMERON AVENUE
CAMBRIDGE, MA 02140
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN CANCER SOCIETY
ADDRESS:
20 SPEEN STREET
FRAMINGHAM, MA 01701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BOSTON PUBLIC LIBRARY FOUNDATION
ADDRESS:
700 BOYLSTON STREET
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOMEWORK PROGRAMS AT BRANCH LIBRARIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BOSTON SYMPHONY ORCHESTRA
ADDRESS:
301 MASSACHUSETTS AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
YOUTH PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHARLES RIVER WATERSHED ASSOCIATION
ADDRESS:
2391 COMMONWEALTH AVENUE
AUBURNDALE, MA 02466
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CLEAN-UP OF THE RIVER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CRITTENTON WOMEN'S UNION
ADDRESS:
ONE WASHINGTON MALL
BOSTON, MA 02108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HORIZON'S TRANSITIONAL HOUSING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
DANA HALL SCHOOL
ADDRESS:
PO BOX 9010, 45 DANA ROAD
WELLESLEY, MA 02481
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANNUAL FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
ELIZABETH STONE HOUSE
ADDRESS:
108 BROOKSIDE AVENUE
JAMAICA PLAIN, MA 02130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILY EMPOWERMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FRIENDS OF COPLEY SQUARE
ADDRESS:
68 BEACON STREET
BOSTON, MA 02108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ESPLANADE ASSOCIATION
ADDRESS:
10 DERNE STREET
BOSTON, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLANNING AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MUSEUM OF FINE ARTS
ADDRESS:
465 HUNTINGTON AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
YOUTH PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MUSEUM OF SCIENCE
ADDRESS:
SCIENCE PARK
BOSTON, MA 02144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAMP-IN PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
PATRNER'S HOMECARE & HOSPICE
ADDRESS:
281 WINTER STREET, SUITE 200
WALTHAM, MA 02451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILY SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
PERKIN'S SCHOOL FOR THE BLIND
ADDRESS:
175 NORTH BEACON STREET
WATERTOWN, MA 02472
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SEEING EYE DOGS AND SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ROSIE'S PLACE
ADDRESS:
889 HARRISON AVENUE
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SHELTER AND JOB TRAINING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WGBH
ADDRESS:
125 WESTERN AVENUE
BOSTON, MA 02134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHILDREN'S PROGRAMMING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
WELLESLEY SCHOLARSHIP FOUNDATION
ADDRESS:
PO BOX 81207
WELLESLEY, MA 02481
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
BAY STATE PERFORMING ARTS
ADDRESS:
95 BERKELEY STREET, SUITE 410
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BOSTON LYRIC OPERA
ADDRESS:
45 FRANKLIN STREET, 4TH FLOOR
BOSTON, MA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CO-SPONSORSHIP OF A PROMISING YOUNG ARTIST
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,656.

RECIPIENT NAME:
METROPOLITAN OPERA ASSOCIATION, INC
ADDRESS:
LINCOLN CENTER
NEW YORK, NY 10023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LINDEMANN YOUNG ARTIST DEVELOPMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,418.

RECIPIENT NAME:
METROPOLITAN OPERA ASSOCIATION, INC
ADDRESS:
LINCOLN CENTER
NEW YORK, NY 10023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NATIONAL COUNCIL EDUCATION FUND - NE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,916.

RECIPIENT NAME:
ACCION USA
ADDRESS:
56 ROLAND STREET, SUITE 300
BOSTON, MA 02129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BRAZILIAN BUSINESS INITIATIVE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
CENTER FOR WOMEN AND ENTERPRISE
ADDRESS:
24 SCHOOL STREET, 7TH FLOOR
BOSTON, MA 02108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENTREPRENEURSHIP TRAINING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SOCIEDAD LATINA
ADDRESS:
1530 TREMONT STREET
ROXBURY, MA 02120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH CAREERS FOR YOUTH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOSTON PARTNERS IN EDUCATION, INC
ADDRESS:
44 FARNSWORTH STREET
BOSTON, MA 02210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MATH RULES ! PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
GENERATIONS, INC.
ADDRESS:
25 KINGSTON STREET, 4TH FLOOR
BOSTON, MA 02111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
READING COACHES & CLASSROOM LITERACY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PLAYWORKS
ADDRESS:
29 GERMANIA STREET
JAMAICA PLAIN, MA 02130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLAYWORKS COACHES IN BOSTON
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THOMPSON ISLAND OUTWARD BOUND
ADDRESS:
PO BOX 127
BOSTON, MA 02127
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
THE CONNECTIONS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE BLACK MINISTERIAL ALLIANCE
ADDRESS:
7 PALMER STREET, 3RD FLOOR
ROXBURY, MA 02119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VICTORY GENERATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOTTOM LINE
ADDRESS:
500 AMORY STREET, SUITE 3
JAMAICA PLAIN, MA 02130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING EXPENSES FOR BOSTON OFFICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
BOSTON SCHOOLYARD FUNDERS
ADDRESS:
ONE CENTER PLAZA, SUITE 350
BOSTON, MA 02108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTDOOR CLASSROOM EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BABSON COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BUILDING MAINTENANCE FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 21,000.

RECIPIENT NAME:
DARTMOUTH COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RICHARD & RUTH NICHOLS SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WELLESLEY FREE LIBRARY CENTENNIAL F
ADDRESS:
530 WASHINGTON STREET
WELLESLEY, MA 02481
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
THE JOHN WILKINS FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WELLESLEY SCHOLARSHIP FOUNDATION
ADDRESS:
PO BOX 81207
WELLESLEY, MA 02481
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ENDOWMENT FD IN MEMORY OF J. MICHAEL HARDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

STATEMENT 30

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ARLINGTON STREET CHURCH
ADDRESS:
351 BOYLSTON STREET
BOSTON, MA 02116-3303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RAP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
UNIVERSITY OF VIRGINIA
LAW SCHOOL FOUNDATION
ADDRESS:
580 MASSIE ROAD
CHARLOTTESVILLE, VA 22907-3032
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BRIDGE OVER TROUBLED WATERS
ADDRESS:
PO BOX 130, 42 STATION ROAD
WILLSBORO, NY 12996
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BRITISH SCHOOLS & UNIVERSITY FDN.
ADDRESS:
575 MADISON AVENUE, SUITE 1006
NEW YORK, NY 10022-2511
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE UPPINGHAM SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ENVIRONMENTAL DEFENSE FUND
ADDRESS:
257 PARK AVENUE SOUTH
NEW YORK, NY 20010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OCEANS, LAND, WATER, WILDLIFE PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
STANFORD UNIVERSITY
FRANCES C. ARRILLAGA ALUMNI CENTER
ADDRESS:
326 GLAVEZ STREET
STANFORD, CA 94305-6105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
THE STANFORD FUND, PRESIDENT'S LEVEL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 17,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
PHILLIPS ACADEMY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AMERICAN RED CROSS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPRINGFIELD TORNADO RELIEF
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
FONKOZE USA
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
WELLESLEY AT HOME
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CORPORATE ANGEL NETWORK
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
LA PINATA
AMOUNT OF GRANT PAID .... 1,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
NEW ENGLAND DISABLED SPORTS
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
MYSTIC SEAPORT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HISTORIC DEERFIELD SAB FUND
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BUILD
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNCF
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
BOSTON ARTS ACADEMY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BOSTON HEALTHCARE FOR THE HOMELESS
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
YMCA OF GREATER BOSTON
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UPHAM'S CORNER COMMUNITY CENTER
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FROM THE TOP
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WELLESLEY COMMUNITY CENTER
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FAMILIES UNITED IN EDUCATION LEADERSHIP
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
YOUTHBUILD BOSTON
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
THE FRANKLYN INSTITUTE
AMOUNT OF GRANT PAID .... 17,000.

RECIPIENT NAME:
JOSIAH QUINCY SCHOOL MUSIC PROGRAM
AMOUNT OF GRANT PAID .... 8,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MORE THAN WORDS
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
BLUE OCEAN INSTITUTE
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MASSACHUSETTS GENERAL HOSPITAL
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
AMERICAN FRIENDS OF CHRIST CHRUCH
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMERICAN FUND FOR EMMANUEL COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,500.

TOTAL GRANTS PAID: 492,990.