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

2011

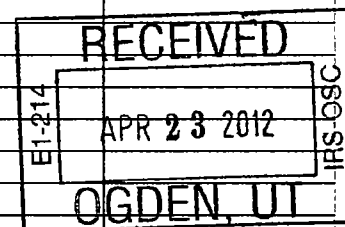
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation The Taylor Foundation c/o Taylor, Ganson & Perrin, LLP		A Employer identification number 04-6855950
Number and street (or P.O. box number if mail is not delivered to street address) 160 Federal Street		B Telephone number 617-951-2777
City or town, state, and ZIP code Boston, MA 02110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,239,522. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,798.	5,798.	5,798.	Statement 1
4 Dividends and interest from securities		79,644.	79,644.	79,644.	Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<25,628.>			
b Gross sales price for all assets on line 6a		215,193.			
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total Add lines 1 through 11		59,814.	85,442.	85,442.	
13 Compensation of officers, directors, trustees, etc		30,000.	30,000.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		3,160.	3,160.	0.	0.
b Accounting fees Stmt 4		3,698.	3,698.	0.	0.
c Other professional fees Stmt 5		11,958.	11,958.	0.	0.
17 Interest					
18 Taxes Stmt 6		737.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		10,035.	10,000.	0.	0.
24 Total operating and administrative expenses Add lines 13 through 23		59,588.	58,816.	0.	0.
25 Contributions, gifts, grants paid		112,500.			112,500.
26 Total expenses and disbursements. Add lines 24 and 25		172,088.	58,816.	0.	112,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<112,274.>			
b Net investment income (if negative, enter -0-)			26,626.		
c Adjusted net income (if negative, enter -0-)				85,442.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		41,068.	65,059.	65,059.
	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 Stmt 9		151,276.	100,668.	112,792.
	b	Investments - corporate stock Stmt 10		1,688,879.	1,620,624.	1,851,479.
	c	Investments - corporate bonds		22,800.		
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other Stmt 11		247,325.	259,783.	210,192.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,151,348.	2,046,134.	2,239,522.	
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 ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		60,996.	68,496.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		2,090,352.	1,977,638.		
30	Total net assets or fund balances		2,151,348.	2,046,134.		
31	Total liabilities and net assets/fund balances		2,151,348.	2,046,134.		

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	2,151,348.
2	Enter amount from Part I, line 27a	2	<112,274.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	7,500.
4	Add lines 1, 2, and 3	4	2,046,574.
5	Decreases not included in line 2 (itemize) ▶ Basis adjustments to book value	5	440.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,046,134.

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			
b See Attached Statement			
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			
b			
c			
d			
e 215,193.		240,821.	<25,628.>

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			
b			
c			
d			
e			<25,628.>

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	<25,628.>
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	0.

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	105,676.	2,141,792.	.049340
2009	100,623.	1,967,593.	.051140
2008	119,250.	2,494,154.	.047812
2007	149,500.	2,998,520.	.049858
2006	140,000.	2,960,302.	.047292

2 Total of line 1, column (d)	2	.245442
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	.049088
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,250,909.
5 Multiply line 4 by line 3	5	110,493.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	266.
7 Add lines 5 and 6	7	110,759.
8 Enter qualifying distributions from Part XII, line 4 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.	8	112,500.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	266.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	266.
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	266.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	419.	
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	419.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	153.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 153. Refunded <input type="checkbox"/> 0.	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> None		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► Taylor, Ganson & Perrin, LLP Telephone no. ► (617) 951-2777			
Located at ► 160 Federal Street, Boston, Massachusetts		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	
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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

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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
Jonathan V. Taylor	Trustee			
4 Newcourt Lane				
Dedham, MA 02026	3.00	10,000.	0.	0.
William F. Taylor	Trustee			
251 Concord Street				
Gloucester, MA 09130	3.00	10,000.	0.	0.
Sarah V. Harrison	Trustee			
20 Richards Street				
Dedham, MA 02026	3.00	10,000.	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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 2,179,935.
b	Average of monthly cash balances	1b 105,252.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 2,285,187.
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 2,285,187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 34,278.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,250,909.
6	Minimum investment return. Enter 5% of line 5	6 112,545.

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	1 112,545.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 266.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 266.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 112,279.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 112,279.
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	7 112,279.

Part XIII 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 112,500.
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	4 112,500.
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	5 266.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 112,234.

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.

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The Taylor Foundation

Form 990-PF (2011)

c/o Taylor, Ganson & Perrin, LLP

04-6855950

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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				112,279.
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				
b From 2007				
c From 2008				
d From 2009	217.			
e From 2010				
f Total of lines 3a through e	217.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 112,500.				
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				112,279.
e Remaining amount distributed out of corpus	221.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	438.			
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	438.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	217.			
d Excess from 2010				
e Excess from 2011	221.			

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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

None

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

None

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

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

a The name, address, and telephone number 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:

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Boston Medical Center- Reach Out & Read 801 Massachusetts Avenue Boston, MA 02118	None	Charity	Educational	2,000.
Camp Sunshine 35 Arcadia Road Casco, ME 04015	None	Charity	Charitable	2,500.
City of Gloucester 3 Pond Ave Gloucester, MA 01930	none	Charity	Charitable	4,000.
Dedham Civic Pride, c/o Gemma Martin 202 Bonham Road Dedham, MA 02026	None	Charity	Charitable	1,000.
Dedham Food Pantry P.O. Box 46 Dedham, MA 02027	None	Charity	Charitable	1,000.
Total	See continuation sheet(s)			112,500.
b Approved for future payment				
None				
Total				0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	5,798.	
		14	79,644.	
				<25,628.>
	0.		85,442.	<25,628.> 59,814.

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

[illegible]

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		


[illegible]


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		

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.

Sign Here







Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr. 7)?
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Edward R. Martin	<i>Edward R. Martin</i>	4/17/12		P00449787
	Firm's name ▶ Taylor, Ganson & Perrin, LLP				Firm's EIN ▶ 04-1894190
	Firm's address ▶ 160 Federal Street Boaton, MA 02110				Phone no. (617)951-2777

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Dedham Historical Society 612 High Street Dedham, MA 02026	None	Charity	Charitable	1,000.
Derryfield School 2108 River Road Manchester, NH 03104	None	Charity	Charitable	1,000.
Ducks Unlimited One Waterfowl Way Memphis, TN 38120	None	Charity	Charitable/Environment	15,000.
Essex County Greenbelt 82 Eastern Ave Essex, MA 01929	none	Charity	Charitable	1,000.
Fractured Atlas 248 W. 35th Street, 10th Floor New York, NY 10001	None	Charity	Charitable	3,000.
G.O.A.L., GOAL Com. North America 83 Walnut Street Wellesley, MA 02481	None	Charity	Charitable Charitable	2,000.
Glen Urquhart School 75 Hart Street Beverly Farms, MA 01915	None	Charity	educational	12,000.
Gloucester Civic & Garden Council Inc. 3 Fuller Street Magnolia, MA 01930	None	Charity	charitable	4,000.
Gloucester Garden Club 3 Fuller Street Gloucester, MA 01930	none	Charity	Charitable	3,000.
Gloucester Maritime Heritage Center, Inc./Museum 23 Harbor Loop Gloucester, MA 01930	None	Charity	charitable	19,500.
Total from continuation sheets				102,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Masonic Angel Foundation 49 South Orleans Road Orleans, MA 02653	None	Charity	charitable	6,500.
Museum of Fine Arts 465 Huntington Ave Boston, MA 02115	None	Charity	Charitable	750.
Noble & Greenough 10 Campus Drive Dedham, MA 02026	none	Educational	Educational	1,000.
North Shore Jazz c/o Continuity, 900 Cummings Center Beverly, MA 01915	none	Charity	Charitable	2,000.
Rivers School 333 Winter Street Weston, MA 02493	None	Charity	Educational	12,000.
Seeds of Peace 370 Lexington Avenue New York, NY 10017	None	Charity	charitable	2,000.
The First R. Foundation 74 Langsford Street Gloucester, MA 01930	none	Charity	Charitable	500.
The Gloucester Writer's Center 126 East Main Street Gloucester, MA 01930	none	Charity	Charitable	2,750.
Tilton School 70 Grove Street Haverill, MA 01832	None	Charity	Educational	5,000.
TOPPS c/o Delta Trust & Bank P.O Box 17607 Little Rock, AK 72222	None	Charity	Charitable	3,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

123631 08-03-11

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 25,000 Fed Farm Credit Bank 3.25%		P	07/13/11	09/16/11
b 0.86 shs Motorola Inc.		P	12/20/00	02/07/11
c 96 shs Frontier Communications Corp		P	03/13/09	02/18/11
d 50,000 Federal Home Ln BKS Deb		P	04/02/08	03/11/11
e 0.83 shs Huntington Ingalls Industries		P	05/07/03	04/26/11
f 600 shs Enerplus Corp		P	05/18/05	05/05/11
g 300 shs Genzyme Corp General Division Com Stk		P	01/01/10	06/01/11
h 500 shs Cisco Sys Inc		P	09/16/04	07/05/11
i 1,500 shs Staples Inc Com		P	04/27/00	07/05/11
j 1,500 shs Cisco Sys Inc		P	08/24/01	07/05/11
k 500 shs Texas Instruments Inc		P	08/31/00	11/09/11
l 700 shs Medtronic Inc		P	05/08/01	11/09/11
m 2,000 shs Progress Energy Inc.		P	11/28/00	12/15/11
n Capital Gains Distributions		P	Various	12/31/11
o				

(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 25,000.		25,000.	0.
b 33.		58.	<25.>
c 900.		690.	210.
d 50,000.		50,608.	<608.>
e 33.		26.	7.
f 18,142.		19,233.	<1,091.>
g 22,906.		22,494.	412.
h 7,825.		9,845.	<2,020.>
i 23,730.		19,310.	4,420.
j 23,475.		27,285.	<3,810.>
k 15,200.		33,718.	<18,518.>
l 23,828.		30,919.	<7,091.>
m 2,250.		1,635.	615.
n 1,871.			1,871.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			** 0.
b			<25.>
c			210.
d			<608.>
e			7.
f			<1,091.>
g			412.
h			<2,020.>
i			4,420.
j			<3,810.>
k			<18,518.>
l			<7,091.>
m			615.
n			1,871.
o			

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	<25,628.>
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	0.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Accretion of Interest (General Motors Corp)	230.
US Treasury Interest	5,568.
Total to Form 990-PF, Part I, line 3, Column A	5,798.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Non-Qualified Short Term Cap Gain Dist-US Govt Obligation	211.	0.	211.
Non-Qualified Div. (US Obligations)	778.	0.	778.
Non-Qualified Div. - Mutual Funds	10,662.	0.	10,662.
Non-Qualified Domestic Dividends	4,407.	0.	4,407.
Non-Qualified Foreign ST Cap Gain Dividends	86.	0.	86.
Non-Qualified Short term capital gain dividends	1,999.	0.	1,999.
Qualified Dividends from Mutual Funds	1,135.	0.	1,135.
Qualified Domestic Dividends	53,634.	0.	53,634.
Qualified Foreign Dividends	6,637.	0.	6,637.
Qualified Foreign ST CAP Gain Divs	95.	0.	95.
Total to Fm 990-PF, Part I, ln 4	79,644.	0.	79,644.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administration expenses-for legal fees	3,160.	3,160.	0.	0.
To Fm 990-PF, Pg 1, ln 16a	3,160.	3,160.	0.	0.

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Taylor, Ganson & Perrin, LLP - accounting/tax fee	3,698.	3,698.	0.	0.	
To Form 990-PF, Pg 1, ln 16b	3,698.	3,698.	0.	0.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Taylor, Ganson & Perrin, LLP - Mgmt fees	11,958.	11,958.	0.	0.	
To Form 990-PF, Pg 1, ln 16c	11,958.	11,958.	0.	0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign tax withheld at source (various countries)	723.	0.	0.	0.	
ADR fees	14.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	737.	0.	0.	0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Form PC filing fee	35.	0.	0.	0.	
Fee for preparation of accounts required to settle QTaylor Estate (probate)	10,000.	10,000.	0.	0.	
To Form 990-PF, Pg 1, ln 23	10,035.	10,000.	0.	0.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	8
Description		Amount	
Adjustment for three checks to charities posted in 2012 for 2011		7,500.	
Total to Form 990-PF, Part III, line 3		7,500.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	9
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
100,000 Federal Home LN BK#100.6683	X		100,668.	112,792.	
Total U.S. Government Obligations			100,668.	112,792.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			100,668.	112,792.	

Form 990-PF

Corporate Stock

Statement 10

Description	Book Value	Fair Market Value
270 shs Citigroup Inc.	76,867.	7,103.
585 shs Procter & Gamble Co.	24,786.	39,025.
1,500 shs Analog Devices Inc.	21,223.	53,670.
500 shs Hewlett Packard	25,640.	12,880.
1,139 shs American Elec Pwr Inc.	48,763.	47,052.
4,000 shs Southern Co.	62,159.	185,160.
700 shs Bristol Myers Squibb Co.	42,138.	24,668.
1,000 shs AT & T Inc.	48,748.	30,240.
1,000 shs Intel Corp	36,248.	24,250.
200 shs IBM	22,415.	36,776.
600 shs United Parcel Service	36,749.	43,914.
700 shs Coca-Cola	39,286.	48,979.
2,000 shs Boston Scientific Corp	24,935.	10,680.
1000 shs Wells Fargo & Co	26,499.	27,560.
1000 shs Schlumberger Ltd	30,675.	68,310.
776 shs Bank of America Corp	27,313.	4,315.
500 shs Pfizer Inc.	17,906.	10,820.
1,000 shs General Electric	43,171.	17,910.
383 shs Northrop Grumman Corp	18,768.	22,398.
500 shs Royal Dutch Pete Co.Par N Glodr 1.25	21,805.	36,545.
500 shs Becton Dickinson & Co.	18,172.	37,360.
485 shs Centurytel Inc.	16,023.	18,042.
435 shs State Street Corp Cvt PFD	19,783.	17,535.
73 shs Teck Resources LTD Class B	775.	2,569.
250 shs Frontline Ltd	10,488.	1,073.
200 shs Washington Mutual	8,542.	11.
1,000 shs Korea Elec Power Corp Sponsored ADR	14,550.	10,980.
38 shs Ship Finance Interantional	910.	355.
3,500 shs Progress Energy (PGN)	144,717.	196,070.
2,881 shs Duke Energy Corp.	33,659.	63,382.
500 shs United Nat Foods Inc.	17,175.	20,005.
400 shs Novartis AG Sponsored ADR	21,786.	22,868.
97 shs Alcatel Lucent Sponsored ADR	20,844.	151.
1,641 shs Conocophillips	42,367.	119,580.
1,440 Spectra Energy Corp	25,084.	44,280.
250 Tyco International Ltd	19,147.	11,678.
250 shs T E Connectivity Limited	14,097.	7,703.
28 shs Lsi Corp	4,405.	167.
800 shs Gilead Sciences Inc.	36,572.	32,744.
400 shs Zimmer Hldgs Inc.	27,622.	21,368.
800 shs International Game Technology	34,926.	13,760.
600 shs Paychex Inc.	21,504.	18,066.
200 shs Deere & Co	14,248.	15,470.
155 shs Simon Property Group Inc. Reit	13,918.	19,986.
1,547 shs Merck & Co. INc.	64,330.	58,322.
727 shs American Capital Agency Corporation	16,167.	20,414.
1,294 shs Banco Santander SA	15,255.	9,731.

400 shs Verizon Communications	10,619.	16,048.
3,648 shs Public Svc Enterprise Group Inc.	56,430.	120,420.
2,100 shs Lowes Companies Inc.	32,828.	53,298.
250 shs Covidien Limited	8,007.	11,253.
200 shs Toronto Dominion Bank	13,984.	14,962.
400 shs Accenture PLC	24,480.	21,292.
300 shs General Mills	11,136.	12,123.
123 shs General Motors	10,885.	2,493.
200 shs Heinz H J Co.	10,714.	10,808.
142 shs Motorola Solutions Inc.	9,590.	6,573.
125 shs Motorola Mobility Holdings Inc.	7,075.	4,850.
300 shs Qualcomm Inc.	16,671.	16,410.
600 shs ST Jude Medical Inc.	22,554.	20,580.
130 shs Hartford Financial Svcs Group Inc.	9,802.	2,113.
63 shs Huntington Ingalls Industries Inc.	1,983.	1,971.
300 shs Sanofi-Aventis	706.	360.
Total to Form 990-PF, Part II, line 10b	1,620,624.	1,851,479.

Form 990-PF	Other Investments	Statement	11
Description	Valuation Method	Book Value	Fair Market Value
11,600 Blackrock Income TR Inc.	COST	76,799.	85,028.
5,400 Blackrock Core Bond Trust	COST	76,027.	73,008.
190 shs Korea FD Inc.	COST	16,123.	6,793.
5085 shs Agic Convertible & Income Fund	COST	78,376.	42,968.
111 General Motors Co. Warrant Exp Date 7/10/2016	COST	7,035.	1,302.
111 General Motors Co. Warrant Exp Date 7/10/2019	COST	5,423.	868.
30,000 General Motor DTD 7/3/03 8.375%	COST	0.	225.
Total to Form 990-PF, Part II, line 13		259,783.	210,192.