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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 07-01-2011 , and ending 06-30-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation  
SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

**A Employer identification number**  
52-1660757

Number and street (or P O box number if mail is not delivered to street address)  
77 SUMMER STREET 8TH FLOOR

Room/suite

**B Telephone number** (see page 10 of the instructions)  
(617) 426-7080

City or town, state, and ZIP code  
BOSTON, MA 02110

**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 ☐

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 11,068,288





**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 page 11 of the 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 <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	347,962	347,962		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-26,140			
	b Gross sales price for all assets on line 6a _____ 1,194,136				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	321,822	347,962		
	13 Compensation of officers, directors, trustees, etc	7,000	3,500		3,500
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	4,750	4,750		0
	c Other professional fees (attach schedule) . . . . .	74,119	50,483		23,636
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,850	0		0
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	5,311	0		5,311
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	2,668	0		2,668
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	99,698	58,733		35,115
	25 Contributions, gifts, grants paid . . . . .	394,265			394,265
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	493,963	58,733		429,380
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-172,141			
	b <b>Net investment income</b> (if negative, enter -0-)		289,229		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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 . . . . .	16,627	27,274	27,274
	2	Savings and temporary cash investments . . . . .	1,040,973	1,698,555	1,717,827
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	946,017	 346,017	452,704
	b	Investments—corporate stock (attach schedule) . . . . .	3,099,098	 3,509,755	6,403,068
	c	Investments—corporate bonds (attach schedule). . . . .	2,705,428	 2,059,918	2,182,135
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	142,037	 142,037	285,280
	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)	7,950,180	7,783,556	11,068,288	
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) . . . . .	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 . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	7,950,180	7,783,556	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	7,950,180	7,783,556	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	7,950,180	7,783,556	

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 7,950,180
2	Enter amount from Part I, line 27a . . . . .	2 -172,141
3	Other increases not included in line 2 (itemize) ▶  _____	3 5,517
4	Add lines 1, 2, and 3 . . . . .	4 7,783,556
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 7,783,556

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 )
1 a SALE OF 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 1,194,136		1,220,276	-26,140	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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			-26,140	
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	-26,140
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 pages 13 and 17 of the 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 page 18 of 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	468,030	10,813,448	0 043282
2009	364,579	9,874,555	0 036921
2008	306,405	9,242,551	0 033152
2007	384,051	11,131,593	0 034501
2006	299,142	10,631,999	0 028136

2 Total of line 1, column (d). . . . .	2	0 175992
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 035198
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	4	10,868,132
5 Multiply line 4 by line 3. . . . .	5	382,537
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,892
7 Add lines 5 and 6. . . . .	7	385,429
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	429,380

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,892
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	2,892
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	2,892
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,850	
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	5,850
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	7
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	2,951
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 2,951	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
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)? . . . . .			No
	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		No
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.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> DC			
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	Yes	
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 on page 27)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP //PARDOEFOUNDATION GRANTSMANAGEMENT08.COM	13	Yes	
14	The books are in care of ▶ GMA FOUNDATIONS Telephone no ▶ (617) 426-7080 Located at ▶ 77 SUMMER STREET 8TH FLOOR BOSTON MA ZIP+4 ▶ 02110			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
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 ▶				

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 checked="" type="checkbox"/> Yes <input 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? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
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 page 22 of the 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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	10,997,876
b	Average of monthly cash balances. . . . .	1b	35,761
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	11,033,637
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	11,033,637
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	165,505
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,868,132
6	Minimum investment return. Enter 5% of line 5. . . . .	6	543,407

Part XI

Distributable Amount (see page 25 of the 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	543,407
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	2,892
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,892
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	540,515
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	540,515
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	540,515

Part XII

Qualifying Distributions (see page 25 of the 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	429,380
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	429,380
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 page 26 of the instructions). . . . .	5	2,892
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	426,488
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. . . . . 13,048			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2011			
a	From 2006. . . . .			
b	From 2007. . . . .			
c	From 2008. . . . .			
d	From 2009. . . . .			
e	From 2010. . . . .			
f	Total of lines 3a through e. . . . . 0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 429,380			
a	Applied to 2010, but not more than line 2a 13,048			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . 0			
d	Applied to 2011 distributable amount. . . . . 416,332			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2011 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 0			
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 page 27 of the instructions . . . . 0			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . . 0			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . . 124,183			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . . 0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . . 0			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . . 0			
10	Analysis of line 9			
a	Excess from 2007. . . . .			
b	Excess from 2008. . . . .			
c	Excess from 2009. . . . .			
d	Excess from 2010. . . . .			
e	Excess from 2011. . . . .			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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) )

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

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 page 28 of the 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

THE SAMUEL P PARDOE FOUNDATION  
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FLOOR  
BOSTON, MA 02110  
(617) 426-7080

b

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

APPLICATIONS MUST BE SUBMITTED ONLINE AT HTTP //PARDOEFOUNDATION GRANTSMANAGEMENT08.COM ALL ATTACHMENTS MUST BE ATTACHED TO THE ONLINE SUBMISSION, PLEASE DO NOT SEND ANY ITEMS SEPARATELY BY EMAIL OR MAIL

c

Any submission deadlines

APPLICATIONS MAY BE SUBMITTED AT ANY TIME ON OR BEFORE MIDNIGHT ON TUESDAY, JANUARY 15, 2013

d

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

GRANTMAKING IS LIMITED TO ORGANIZATIONS LOCATED WITHIN OR SERVING THE LAKES REGION OF NEW HAMPSHIRE, WITH A PRIORITY FOCUS ON LACONIA. THE FOUNDATION'S INTERESTS INCLUDE EDUCATION, LAND AND RESOURCE MANAGEMENT, AND SOCIAL SERVICES. THERE IS A PARTICULAR INTEREST IN PROGRAMS THAT PROVIDE OPPORTUNITIES FOR DISADVANTAGED PERSONS, ESPECIALLY CHILDREN. THE FOUNDATION DOES NOT FUND ENDOWMENTS, INDIVIDUAL SCHOLARSHIPS, LOANS, DEFICITS, SECTARIAN RELIGIOUS OR POLITICAL ACTIVITIES, OR ADVERTISING. GRANTS ARE NOT MADE TO INDIVIDUALS. GRANTS FOR OPERATING EXPENSES ARE NORMALLY EXCLUDED. THE FOUNDATION PREFERS TO FUND SPECIFIC PROJECTS, SPECIAL PROGRAMS, CAPITAL IMPROVEMENTS AND EQUIPMENT PURCHASES. GRANTS ARE MADE ONLY TO ORGANIZATIONS WHICH ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ARE CLASSIFIED AS "NOT A PRIVATE FOUNDATION" UNDER SECTION 509(A).

Part XV

Supplementary Information (continued)

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 See Additional Data Table				
Total . . . . .			3a	394,265
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	347,962	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-26,140	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). .		0		321,822	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		321,822

[illegible]

## Part XVII

**1**

(a)

**2.**

1

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4.

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 52-1660757  
**Name:** SAMUEL P PARDOE FOUNDATION CO GMA  
FOUNDATIONS

**Form 990PF - Special Condition Description:**

<b>Special Condition Description</b>
--------------------------------------


Form 990PF Part VIII Line 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
CHARLES H PARDOE II	PRESIDENT 3 00	0	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
SPENCER PARDOE BALLOU	SECRETARY 2 00	3,500	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
CHARLES E PARDOE	TREASURER 2 00	0	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
P BRUCE PARDOE	VICE PRESIDENT 2 00	3,500	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
ELIZABETH PARDOE GRAY	TRUSTEE 2 00	0	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ADULT SUCCESS PROGRAMPO BOX 309 LACONIA,NH 03246	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
APPALACHIAN MOUNTAIN TEEN PROJECTPO BOX 1597 WOLFEBORO,NH 03894	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
AUDUBON SOCIETY530 MAIN STREET STE 910 RICHMOND,VA 23219	NONE	509(A)(1)	PROGRAM SUPPORT	2,500
CHILD AND FAMILY SERVICES464 CHESTNUT ST PO BOX 448 MANCHESTER,NH 03105	NONE	509(A)(1)	PROGRAM SUPPORT	10,000
CONCORD COMMUNITY MUSIC23 WALL STREET CONCORD,NH 03301	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
EASTER SEALS NEW HAMPSHIRE 555 AUBURN STREET MANCHESTER,NH 03103	NONE	509(A)(1)	PROGRAM SUPPORT	2,500
FRIENDS OF THE VINALHAVEN PUBLIC LIBRARYPO BOX 223 VINALHAVEN,ME 04863	NONE	509(A)(1)	PROGRAM SUPPORT	500
GENESIS BEHAVIORAL HEALTH 111 CHURCH STREET LACONIA,NH 03246	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
GOT LUNCH18 VETERANS SQUARE LACONIA,NH 03246	NONE	509(A)(1)	PROGRAM SUPPORT	10,000
GREATER LAKES CHILD ADVOCACY CENTER121 BELMONT ROAD LACONIA,NH 03246	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
HUMANE SOCIETY OF THE UNITED STATES700 PROFESSIONAL DRIVE GAITHERSBURG,MD 20879	NONE	509(A)(1)	PROGRAM SUPPORT	4,000
ISLANDS COMMUNITY MEDICAL SERVICESPO BOX 812 VINALHAVEN,ME 04863	NONE	509(A)(1)	PROGRAM SUPPORT	1,500
LAKES REGION COMMUNITY SERVICES COUNCIL67 COMMUNICATIONS DRIVE LACONIA,NH 03246	NONE	509(A)(1)	PROGRAM SUPPORT	3,000
LAKES REGION PLANNING COMMISSION103 MAIN STREET STE3 MEREDITH,NH 03253	NONE	509(A)(1)	PROGRAM SUPPORT	10,000
LAKES REGION UNITED WAY95 WATER STREET LACONIA,NH 03246	NONE	509(A)(1)	PROGRAM SUPPORT	15,000
LIFEFLIGHT FOUNDATIONPO BOX 899 CAMDEN,ME 04843	NONE	509(A)(1)	PROGRAM SUPPORT	1,000
LITTLE RED SCHOOLHOUSE INC 196 BLEEKER STREET NEWYORK,NY 10012	NONE	509(A)(1)	PROGRAM SUPPORT	10,000
LIVE IT LEARN IT1439 PENNSYLVANIA AVE SE WASHINGTON,DC 20003	NONE	509(A)(1)	PROGRAM SUPPORT	3,000
MAYMONT FOUNDATION1700 HAMPTON STREET RICHMOND,VA 23220	NONE	509(A)(1)	PROGRAM SUPPORT	2,500
MOUNTAIN STREAM MEDITATION CENTERPO BOX 1644 GRASS VALLEY,CA 95945	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
NEW HAMPSHIRE CATHOLIC CHARITIES215 MYRTLE STREET MANCHESTER,NH 03079	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
NEW HAMPSHIRE PRESERVATION ALLIANCEPO BOX 268 CONCORD,NH 03301	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
NEW HAMPSHIRE RIVERS COUNCIL54 PORTSMOUTH STREET CONCORD,NH 03301	NONE	509(A)(1)	PROGRAM SUPPORT	2,000
PARTNERS IN ISLAND EDUCATION PO BOX 664 VINALHAVEN,ME 04863	NONE	509(A)(1)	PROGRAM SUPPORT	500
PRESCOTT CONSERVANCY INC 928 WHITE OAKS ROAD LACONIA,NH 03246	NONE	PF-OPERATING	PROGRAM SUPPORT	238,000
RICHMOND PUBLIC SCHOOLS EDUCATION FOUNDATION301 NORTH 9TH STREET 17TH FL RICHMOND,VA 23219	NONE	509(A)(1)	PROGRAM SUPPORT	2,500
SOCIETY FOR THE PROTECTION OF NH FORESTS54 PORTSMOUTH STREET CONCORD,NH 03301	NONE	509(A)(1)	PROGRAM SUPPORT	10,000
ST THOMAS' DAY SCHOOL3602 HAWTHORNE AVE RICHMOND,VA 23222	NONE	SCHOOL	PROGRAM SUPPORT	2,500
THE MAYHEW PROGRAMPO BOX 120 BRISTOL,NH 03222	NONE	509(A)(1)	PROGRAM SUPPORT	5,000
THOMPSON-AMES HISTORICAL SOCIETYPO BOX 7404 LACONIA,NH 03246	NONE	509(A)(1)	PROGRAM SUPPORT	2,765

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
TOXICS ACTION CENTER142 HIGH STREET STE 422 PORTLAND, ME 04101	NONE	509(A)(1)	PROGRAM SUPPORT	2,000
VINALHAVEN ELDER CARE SERVICESPO BOX 624 VINALHAVEN, ME 04863	NONE	509(A)(1)	PROGRAM SUPPORT	1,000
VINALHAVEN HISTORICAL SOCIETYPO BOX 339 VINALHAVEN, ME 04863	NONE	509(A)(1)	PROGRAM SUPPORT	4,000
VINALHAVEN LAND TRUSTPO BOX 268 VINALHAVEN, ME 04863	NONE	509(A)(1)	PROGRAM SUPPORT	1,500
WASHINGTON HUMANE SOCIETY 4590 MACARTHUR BLVD NW WASHINGTON, DC 20007	NONE	509(A)(1)	PROGRAM SUPPORT	7,000
<b>Total . . . . .</b>  <b>3a</b>				394,265

TY 2011 Accounting Fees Schedule

**Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

**EIN:** 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSE	4,750	4,750		0

**TY 2011 Investments Corporate  
Bonds Schedule****Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS**EIN:** 52-1660757

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE BONDS - FIDUCIARY TRUST	2,059,918	2,182,135

**TY 2011 Investments Corporate  
Stock Schedule****Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS**EIN:** 52-1660757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK - FIDUCIARY TRUST	3,509,755	6,403,068

**TY 2011 Investments Government  
Obligations Schedule**

**Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS  
**EIN:** 52-1660757

<b>US Government Securities - End of Year Book Value:</b>	346,017
<b>US Government Securities - End of Year Fair Market Value:</b>	452,704
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0

**TY 2011 Investments - Other Schedule**

**Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

**EIN:** 52-1660757

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENTS - FIDUCIARY TRUST	FMV	142,037	285,280

**TY 2011 Other Expenses Schedule****Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS**EIN:** 52-1660757

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	400	0		400
DUES & MEMBERSHIP	1,915	0		1,915
SITE VISITS	353	0		353

## TY 2011 Other Increases Schedule

**Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

**EIN:** 52-1660757

Description	Amount
TAX REFUND - FY10 (TAX YEAR 2009)	1,935
TAX REFUND - FY11 (TAX YEAR 2010)	3,582

**TY 2011 Other Professional Fees Schedule****Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS**EIN:** 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	24,880	1,244		23,636
PORTFOLIO MANAGEMENT	49,239	49,239		0

TY 2011 Taxes Schedule

**Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

**EIN:** 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	5,850	0		0