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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
ANNE AND PAUL MARCUS FAMILY FOUNDATION

A Employer identification number
01-6220476

Number and street (or P O box number if mail is not delivered to street address)
260 FRANKLIN STREET

Room/suite
6TH FL

B Telephone number
617 556 5200

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,239,615.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	1,000,000.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	130.	130.	130.	STATEMENT 1
	4	Dividends and interest from securities	13,247.	13,209.	13,247.	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-987.			
	b	Gross sales price for all assets on line 6a 41,025.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	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	1,012,390.	13,339.	13,377.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	5,981.	0.	0.	5,981.
	b	Accounting fees STMT 4	3,275.	1,000.	1,000.	2,275.
	c	Other professional fees STMT 5	174,362.	0.	0.	174,362.
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	741.	706.	706.	35.
	24	**Total operating and administrative expenses** Add lines 13 through 23	184,359.	1,706.	1,706.	182,653.
	25	Contributions, gifts, grants paid	225,050.			225,050.
	26	**Total expenses and disbursements.** Add lines 24 and 25	409,409.	1,706.	1,706.	407,703.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	602,981.			
	b	**Net investment income** (if negative, enter -0-)		11,633.		
	c	**Adjusted net income** (if negative, enter -0-)			11,671.	

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			Beginning of year	End of year	
Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2.	2.
	2	Savings and temporary cash investments	2,410,491.	2,611,029.	2,611,029.
	3	Accounts receivable ▶ 740.			
		Less: allowance for doubtful accounts ▶	803.	740.	740.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	184,682.	527,418.	525,000.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	43,210.	102,978.	102,844.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,639,186.	3,242,167.	3,239,615.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	2,639,186.	3,242,167.	
	30	**Total net assets or fund balances**	2,639,186.	3,242,167.	
	31	**Total liabilities and net assets/fund balances**	2,639,186.	3,242,167.	

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	2,639,186.
2	Enter amount from Part I, line 27a	2	602,981.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,242,167.
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	3,242,167.

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	41,025.		42,012.	-987.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
b				
c				
d				
e				-987.

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	-987.
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	-479.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,098,740.	3,298,996.	.333053
2010	1,463,905.	3,654,484.	.400578
2009	2,079,017.	5,150,282.	.403671
2008	3,701,714.	8,257,899.	.448263
2007	2,803,321.	6,470,412.	.433252

2	**Total** of line 1, column (d)	2	2.018817
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	.403763
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,500,286.
5	Multiply line 4 by line 3	5	1,009,523.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	116.
7	Add lines 5 and 6	7	1,009,639.
8	Enter qualifying distributions from Part XII, line 4	8	407,703.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	233.
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	233.
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	233.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,347.		
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	4,347.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,114.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,114. **Refunded** ▶		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?	1a		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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 9	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE CORPORATION Telephone no. ▶ 617 556 5200

Located at ▶ 260 FRANKLIN STREET, BOSTON, MA ZIP+4 ▶ 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
ANNE P MARCUS 77 HEATH STREET BROOKLINE, MA 02445	TRUSTEE 8.00	0.	0.	0.
PAUL R MARCUS 77 HEATH STREET BROOKLINE, MA 02445	TRUSTEE 2.00	0.	0.	0.
RICHARD R RUDMAN PIPER RUDNICK, 33 ARCH STREET, 26TH F BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
JAY W O'BRIEN 100 MEMORIAL DRIVE, CAMBRIDGE, MA 02142	DESIGN/IMPLEMENTATION OF AUTISM RESEARCH	53,800.
MRIGANKA SUR, PHD 77 MASS AVE, 46-6237, CAMBRIDGE, MA 02139	DESIGN/IMPLEMENTATION OF AUTISM RESEARCH	50,000.

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 DESIGN AND IMPLEMENTATION OF AUTISM RESEARCH. COORDINATION AND MANAGEMENT OF THE AUTISM CONSORTIUM.	155,687.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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	415,521.
b	Average of monthly cash balances			1b	2,122,840.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,538,361.
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	2,538,361.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	38,075.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,500,286.
6	**Minimum investment return.** Enter 5% of line 5			6	125,014.

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a			
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	407,703.
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	407,703.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	407,703.

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

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

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012 a Enter amount for 2011 only				
b Total for prior years: ______ , ______ , ______				
3 Excess distributions carryover, if any, to 2012: a From 2007 ______ b From 2008 ______ c From 2009 ______ d From 2010 ______ e From 2011 ______ f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $______ a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9: a Excess from 2008 ______ b Excess from 2009 ______ c Excess from 2010 ______ d Excess from 2011 ______ e Excess from 2012 ______				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	11,671.	22,170.	28,678.	22,985.	85,504.
b 85% of line 2a	9,920.	18,845.	24,376.	19,537.	72,678.
c Qualifying distributions from Part XII, line 4 for each year listed	407,703.	1,098,740.	1,464,192.	2,079,247.	5,049,882.
d Amounts included in line 2c not used directly for active conduct of exempt activities	251,938.	963,110.	1,276,004.	1,744,189.	4,235,241.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	155,765.	135,630.	188,188.	335,058.	814,641.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	83,343.	109,967.	121,816.	171,676.	486,802.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BIG APPLE CIRCUS ONE METROTEC CENTER, 3RD FLOOR BROOKLYN, NY 11201	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
BRIDGE BOSTON FOUNDATION 75 PARK PLAZA BOSTON, MA 02116	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BROOKLINE HIGH SCHOOL 115 GREENOUGH STREET BROOKLINE, MA 02445	NONE	GOVERNMENTAL UNIT	21ST CENTURY FUND	10,000.
COMMON IMPACT 215 FIRST STREET, SUITE 25 CAMBRIDGE, MA 02142	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
DANA FARBER MARATHON CHALLENGE 108 GOVERNORS ROAD MILTON, MA 02186	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	225,050.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	130.	
4 Dividends and interest from securities			14	13,247.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-987.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		12,390.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 12,390.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 11-13-13 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name EDWARD GIARDINA	Preparer's signature	Date 11/1/13	Check ☐ if self- employed	PTIN P00075888
Firm's name ▶ GIARDINA & FRENCH CPAS, LLC			Firm's EIN ▶ 46-1307047	
Firm's address ▶ 33 BROAD STREET, 5TH FL BOSTON, MA 02109			Phone no. 617-720-5520	

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

ANNE AND PAUL MARCUS FAMILY FOUNDATION

Employer identification number

01-6220476

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
ANNE AND PAUL MARCUS FAMILY FOUNDATION	01-6220476

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNE AND PAUL MARCUS 77 HEATH STREET BROOKLINE, MA 02445	$ 1,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

ANNE AND PAUL MARCUS FAMILY FOUNDATION

Employer identification number

01-6220476

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ANNE AND PAUL MARCUS FAMILY FOUNDATION	01-6220476

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

ANNE AND PAUL MARCUS FAMILY FOUNDATION 01-6220476 PAGE 1 OF 1

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	POWERSHARES DB AGRI 1256 S/T PORTION			
b	POWERSHARES DB AGRI 1256 L/T PORTION			
c	POWERSHARES DB OIL FD 1256 S/T PORTION			
d	POWERSHARES DB OIL FD 1256 L/T PORTION			
e	US BRENT OIL FUND 1256 S/T PORTION			
f	US BRENT OIL FUND 1256 L/T PORTION			
g	NAT FINANCIAL SERVICES 168997	P		
h	NAT FINANCIAL SERVICES 168997	P		
i	NAT FINANCIAL SERVICES 472433	P		
j	NAT FINANCIAL SERVICES 472433	P		
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
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			517.	-517.
b			776.	-776.
c			90.	-90.
d			134.	-134.
e			72.	-72.
f			109.	-109.
g	40,138.		39,970.	168.
h	38.			38.
i	53.		52.	1.
j	286.		292.	-6.
k	510.			510.
l				
m				
n				
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				** -517.
b				-776.
c				** -90.
d				-134.
e				** -72.
f				-109.
g				** 168.
h				** 38.
i				1.
j				** -6.
k				510.
l				
m				
n				
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	-987.
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	-479.

223591
05-01-12

** (SHORT-TERM)

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN
Account No **656-168997** Customer Service 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number. 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ABBOTT LABORATORIES, ABT, 002824100										
Sale	08/01/12	07/20/12	2 000	125.58	130 67	-5 09				
AGL RES INC, GAS, 001204106										
Sale	08/01/12	07/20/12	4.000	154.48	160.26	-5 78				
Sale	09/04/12	07/20/12	44 000	1,768 73	1,762.89	5 84				
Subtotals				**1,923.21**	**1,923.15**					
AMERICAN ELEC PWR CO, AEP, 025537101										
Sale	08/01/12	07/20/12	4.000	160 76	168.41	-7.65				
AMERICAN STATES WATER CO, AWR, 029899101										
Sale	10/01/12	07/20/12	6 000	255 68	246 23	9 45				
ARTESIAN RES CORP CL A, ARTNA, 043113208										
Sale	10/01/12	07/20/12	8 000	179 64	169.54	10.10				
AT&T INC COM, T, 00206R102										
Sale	08/01/12	07/20/12	5 000	180.24	177.21	3.03				
BAXTER INTL INC, BAX, 071813109										
Sale	08/01/12	07/20/12	4 000	226.56	225.75	0.81				
BECTON DICKINSON CO, BDX, 075887109										
Sale	10/01/12	07/20/12	2.000	149 99	150 22	-0 23				

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN
Account No **656-168997** Customer Service: 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
BLACK HILLS CORP, BKH, 092113109										
Sale	10/01/12	07/20/12	6 000	205 64	193 98	11 66				
BROADRIDGE FINANCIAL SOLUTIONS LLC, BR, 11133T103										
Sale	10/01/12	08/01/12	9.000	199 49	187 93	11 56				
CAL MAINE FOODS INC, CALM, 128030202										
Sale	10/01/12	07/20/12	7 000	312 22	250 59	61 63				
CENTURYLINK INC, CTL, 156700106										
Sale	08/01/12	07/20/12	4.000	160.52	166 60	-6 08				
CHESAPEAKE UTILS CORP, CPK, 165303108										
Sale	08/01/12	07/20/12	3 000	129 38	139 80	-10.42				
CHEVRON CORP NEW, CVX, 166764100										
Sale	10/01/12	07/20/12	1.000	111 38	109 66	1.72				
CLECO CORP, CNL, 12561W105										
Sale	08/01/12	07/20/12	3.000	123 02	131.85	-8.83				
CMS ENERGY CORP, CMS, 125896100										
Sale	08/01/12	07/20/12	6.000	137 76	147 84	-10 08				
CONAGRA FOODS INC, CAG, 205887102										
Sale	10/01/12	07/20/12	5 000	131.90	121 21	10 69				

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN
Account No. **656-168997** Customer Service 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
CONSOLIDATED EDISON HLDG CO INC, ED, 209115104										
Sale	08/01/12	07/20/12	2 000	122 44	128 07	-5.63				
DIGITAL RLTY TR INC COM, DLR, 253868103										
Sale	08/01/12	07/20/12	2 000	146 67	147.66	-0.99				
Sale	11/01/12	07/20/12	23.000	1,378 91	1,696.68	-317.77				
Subtotals				**1,525.58**	**1,844.34**					
DUKE ENERGY CORP COMUSD0 001 (POST REV S, DUK, 26441C204										
Sale	08/01/12	07/20/12	27 000	1,815 04	1,795.89	19 15				
ENTERGY CORP NEW, ETR, 29364G103										
Sale	08/01/12	07/20/12	2.000	137.87	143.21	-5 34				
EXELON CORP, EXC, 30161N101										
Sale	08/01/12	07/20/12	3 000	109 00	118 21	-9.21				
Sale	09/04/12	07/20/12	46 000	1,653.07	1,812.50	-159 43				
Subtotals				**1,762.07**	**1,930.71**					
EXXON MOBIL CORP, XOM, 30231G102										
Sale	10/01/12	07/20/12	2 000	175 64	172 62	3.02				
FEDERAL REALTY INVST TR SH BEN INT NEW, FRT, 313747206										
Sale	08/01/12	07/20/12	1 000	102.53	107.07	-4 54				
GENUINE PARTS CO, GPC, 372460105										
Sale	08/01/12	07/20/12	3.000	181.76	192.32	-10 56				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN Account No **656-168997** Customer Service. 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number 04-3523567.

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
HEALTH CARE REIT INC, HCN, 42217K106										
Sale	08/01/12	07/20/12	3.000	177 80	182 16	-4.36				
Sale	11/01/12	07/20/12	29.000	1,713.74	1,751 14	-37.40				
Subtotals				**1,891.54**	**1,933.30**					
HOME DEPOT INC, HD, 437076102										
Sale	10/01/12	07/20/12	5 000	294 89	254 64	40 25				
Sale	11/01/12	07/20/12	30 000	1,859 80	1,527.81	331 99				
Subtotals				**2,154.69**	**1,782.45**					
HORMEL FOODS CORP COM, HRL, 440452100										
Sale	12/03/12	09/04/12	64.000	1,976.64	1,858 83	117.81				
INTEGRYS ENERGY GROUP INC, TEG, 45822P105										
Sale	08/01/12	07/20/12	2 000	114.92	120 60	-5.68				
ITC HLDGS CORP, ITC, 465685105										
Sale	08/01/12	07/20/12	3.000	212 33	221.50	-9.17				
Sale	09/04/12	07/20/12	24 000	1,720 01	1,772 03	-52 02				
Subtotals				**1,932.34**	**1,993.53**					
KRAFT FOODS GROUP INC COM NPV, KRFT, 50076Q106										
Sale	12/03/12	07/20/12	14.000	631.69	622.61	9 08				
KRAFT FOODS INC CL A, 50075N104										
Sale	10/01/12	07/20/12	4.000	162.04	161 30	0 74				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN
Account No. **656-168997** Customer Service 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
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(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
KROGER CO, KR, 501044101										
Sale	10/01/12	08/01/12	6 000	135.54	133 77	1 77				
Sale	11/01/12	08/01/12	77 000	1,917 00	1,716 78	200 22				
Subtotals				**2,052.54**	**1,850.55**					
LACLEDE GROUP INC, LG, 505597104										
Sale	08/01/12	07/20/12	3 000	118.95	123 43	-4 48				
LANCASTER COLONY CORP, LANC, 513847103										
Sale	09/04/12	07/20/12	26.000	1,891 11	1,824.31	66 80				
LILLY ELI & CO, LLY, 532457108										
Sale	10/01/12	07/20/12	5.000	229 89	221 77	8 12				
LOCKHEED MARTIN CORP, LMT, 539830109										
Sale	10/01/12	07/20/12	2.000	178 92	176.18	2.74				
LTC PPTYS INC, LTC, 502175102										
Sale	08/01/12	07/20/12	51 000	1,786.69	1,832.73	-46 04				
MATTEL INC, MAT, 577081102										
Sale	08/01/12	07/20/12	6.000	200 60	207 18	-6 58				
MCCORMICK & CO INC NON-VTG, MKC, 579780206										
Sale	08/01/12	07/20/12	30 000	1,807 00	1,834 35	-27 35				
MEDTRONIC INC, MDT, 585055106										
Sale	10/01/12	07/20/12	6.000	251 66	230.31	21 35				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN Account No **656-168997** Customer Service 781-274-9300
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FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
MERCK & CO INC NEW COM, MRK, 58933Y105										
Sale	08/01/12	07/20/12	3 000	126 19	130 77	-4 58				
MGE ENERGY INC, MGEE, 55277P104										
Sale	10/01/12	07/20/12	5 000	256 79	243 97	12 82				
MONDELEZ INTL INC COM, MDLZ, 609207105										
Sale	12/03/12	07/20/12	44 000	1,121 94	1,151 72	-29 78				
NATIONAL RETAIL PPTYS INC COM, NNN, 637417106										
Sale	08/01/12	07/20/12	4.000	112 58	118 49	-5 91				
NEW JERSEY RES CORP, NJR, 646025106										
Sale	08/01/12	07/20/12	3 000	129 81	138.72	-8.91				
NORTHROP GRUMMAN CORP HOLDING CO, NOC, 666807102										
Sale	08/01/12	07/20/12	2 000	125 09	130 07	-4 98				
OGE ENERGY CORP HOLDING CO, OGE, 670837103										
Sale	10/01/12	07/20/12	3.000	158 45	161 58	-3 13				
ONEOK INC, OKE, 682680103										
Sale	08/01/12	07/20/12	4 000	170.76	176.96	-6 20				
PAYCHEX INC, PAYX, 704326107										
Sale	08/01/12	07/20/12	4 000	123 03	130 22	-7 19				

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2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN
Account No **656-168997** Customer Service 781-274-9300
Recipient ID No. **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
PINNACLE WEST CAP CP, PNW, 723484101										
Sale	08/01/12	07/20/12	3 000	152.24	161.94	-9 70				
Sale	09/04/12	07/20/12	33 000	1,714.61	1,781.37	-66.76				
Subtotals				**1,866.85**	**1,943.31**					
PLUM CREEK TIMBER COINC, PCL, 729251108										
Sale	10/01/12	07/20/12	5.000	206.99	200.66	6.33				
PROCTER & GAMBLE CO, PG, 742718109										
Sale	08/01/12	07/20/12	2 000	121.61	129.99	-8 38				
Sale	10/01/12	07/20/12	2 000	131.94	129.99	1.95				
Subtotals				**253.55**	**259.98**					
RAYONIER INC, RYN, 754907103										
Sale	08/01/12	07/20/12	3 000	135.56	142.21	-6.65				
ROCKVILLE FINL INC NEW COM, RCKB, 774188106										
Sale	10/01/12	07/20/12	12.000	142.49	142.32	0.17				
SCANA CORP NEW, SCG, 80589M102										
Sale	08/01/12	07/20/12	3.000	139.33	146.62	-7.29				
SOUTHERN CO, SO, 842587107										
Sale	08/01/12	07/20/12	3 000	136 48	143 91	-7 43				
SPECTRA ENERGY CORP COM, SE, 847560109										
Sale	08/01/12	07/20/12	5 000	145.10	152.68	-7 58				

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2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN Account No **656-168997** Customer Service 781-274-9300
Recipient ID No. **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TARGET CORP, TGT, 87612E106										
Sale	08/01/12	07/20/12	2.000	115 17	123.24	-8 07				
Sale	09/04/12	07/20/12	30 000	1,907 20	1,848 55	58 65				
Subtotals				**2,022.37**	**1,971.79**					
TELEFLEX INC, TFX, 879369106										
Sale	10/01/12	07/20/12	4.000	267 76	248 70	19 06				
Sale	12/03/12	07/20/12	26 000	1,784.70	1,616 55	168 15				
Sale	12/03/12	11/01/12	3.000	206 84	216 42	-9.58				
Subtotals				**2,259.30**	**2,081.67**					
TIME WARNER INC NEW COM NEW, TWX, 887317303										
Sale	10/01/12	09/04/12	4 000	174.04	166.12	7 92				
UGI CORP NEW, UGI, 902681105										
Sale	08/01/12	07/20/12	5 000	146 67	154 58	-7 91				
UNIVERSAL CORP VA, UVV, 913456109										
Sale	10/01/12	08/01/12	4 000	197 88	179 64	18 24				
UNS ENERGY CORP COM NPV, UNS, 903119105										
Sale	08/01/12	07/20/12	4 000	152 64	166.06	-13 42				
WALMART STORES INC, WMT, 931142103										
Sale	08/01/12	07/20/12	2.000	139 87	145 11	-5 24				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN
Account No. **656-168997** Customer Service 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
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(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
WINDSTREAM CORP COM, WIN, 97381W104										
Sale	11/01/12	09/04/12	186 000	1,777 61	1,862.37	-84 76				
TOTALS				**40,138.49**	**39,969.83**			**0.00**		
	Box A Short-Term Realized Gain					**1,242.82**				
	Box A Short-Term Realized Loss					**-1,074.16**				
	Box A Wash Sale Loss Disallowed						**0.00**			

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2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN
Account No. **656-168997** Customer Service. 781-274-9300
Recipient ID No. **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I (i)
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
KRAFT FOODS GROUP INC COM NPV, KRFT, 50076Q106										
Cash In Lieu	10/05/12	10/05/12	0 000	31 08	0 00	31.08				
VECTOR GROUP LTD, VGR, 92240M108										
Cash In Lieu	10/01/12	10/01/12	0 000	6 64	0 00	6 64				
TOTALS				37.72	0.00(c)			0.00		
Box B Short-Term Realized Gain						37.72				
Box B Short-Term Realized Loss						0.00				
Box B Wash Sale Loss Disallowed							0.00			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that ***"basis is not reported to the IRS"***, *we are reporting to the IRS* **6** *Noncovered security* **8** *Description*, **1d** *Stock or other symbol*, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i.e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

(i) All gain/loss information may not be reflected due to incomplete cost basis information

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN Account No **Z75-472433** Customer Service. 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number 04-3523567

Copy B for Recipient OMB NO: 1545-0715

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	01/11/12	10/17/11	0.000	10.44	10.67	-0.23				
Principal	01/11/12	10/18/11	0.000	10.70(j)	10.81	-0.11				
Principal	01/11/12	11/09/11	0.000	5.21(j)	5.64	-0.43				
Principal	02/14/12	10/17/11	0.000	10.07(j)	9.77	0.30				
Principal	02/14/12	10/18/11	0.000	10.32(j)	9.90	0.42				
Principal	02/14/12	11/09/11	0.000	5.03(j)	5.16	-0.13				
Principal	03/13/12	10/17/11	0.000	10.36(j)	10.24	0.12				
Principal	03/13/12	10/18/11	0.000	10.61(j)	10.37	0.24				
Principal	03/13/12	11/09/11	0.000	5.18(j)	5.41	-0.23				
Principal	03/13/12	02/24/12	0.000	1.55(j)	1.63	-0.08				
Principal	04/10/12	10/17/11	0.000	11.26(j)	11.45	-0.19				
Principal	04/10/12	10/18/11	0.000	11.55(j)	11.60	-0.05				
Principal	04/10/12	11/09/11	0.000	5.63(j)	6.05	-0.42				
Principal	04/10/12	02/24/12	0.000	1.69(j)	1.82	-0.13				
Principal	05/16/12	10/17/11	0.000	11.91(j)	12.85	-0.94				
Principal	05/16/12	10/18/11	0.000	12.20(j)	13.02	-0.82				
Principal	05/16/12	11/09/11	0.000	5.95(j)	6.79	-0.84				
Principal	05/16/12	02/24/12	0.000	1.79(j)	2.05	-0.26				
Principal	06/12/12	10/17/11	0.000	10.12(j)	10.55	-0.43				
Principal	06/12/12	10/18/11	0.000	10.38(j)	10.69	-0.31				
Principal	06/12/12	11/09/11	0.000	5.06(j)	5.58	-0.52				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

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Account No **Z75-472433** Customer Service 781-274-9300
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FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	06/12/12	02/24/12	0 000	1 52(j)	1 68	-0 16				
Principal	07/06/12	10/17/11	0 000	10.22(j)	10 76	-0 54				
Principal	07/06/12	10/18/11	0.000	10 47(j)	10 90	-0 43				
Principal	07/06/12	11/09/11	0 000	5 11(j)	5 69	-0 58				
Principal	07/06/12	02/24/12	0 000	1.53(j)	1 71	-0 18				
Principal	08/10/12	10/17/11	0 000	10 32(j)	10 65	-0 33				
Principal	08/10/12	10/18/11	0 000	10 58(j)	10 79	-0 21				
Principal	08/10/12	11/09/11	0 000	5 16(j)	5.63	-0 47				
Principal	08/10/12	02/24/12	0 000	1 54(j)	1 70	-0 16				
Principal	09/12/12	10/17/11	0 000	10.56(j)	10 16	0 40				
Principal	09/12/12	10/18/11	0 000	10 82(j)	10 30	0 52				
Principal	09/12/12	11/09/11	0 000	5 28(j)	5 37	-0.09				
Principal	09/12/12	02/24/12	0.000	1 59(j)	1.62	-0 03				
Principal	10/08/12	10/17/11	0.000	11 69(j)	11.02	0 67				
Principal	10/08/12	10/18/11	0 000	11 99(j)	11 16	0 83				
Principal	10/08/12	11/09/11	0 000	5 85	5 82	0 03				
Principal	10/08/12	02/24/12	0 000	1 75(j)	1 75	0.00				
Principal	11/19/12	02/24/12	0 000	1 61	1 66	-0 05				
Principal	12/11/12	02/24/12	0 000	1 53	1 59	-0 06				
Subtotals				**286.13**	**292.01**					

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN Account No **Z75-472433** Customer Service 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis <u>is reported</u> to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TOTALS				286.13	292.01			0.00		
		Box A Short-Term Realized Gain				3.53				
		Box A Short-Term Realized Loss				-9.41				
		Box A Wash Sale Loss Disallowed					0.00			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ANNE/PAUL MARCUS FAMILY FNDTN Account No **Z75-472433** Customer Service. 781-274-9300
Recipient ID No **01-6220476** Payer's Fed ID Number. 04-3523567

Copy B for Recipient OMB NO 1545-0715

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis __is reported__ to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	11/19/12	10/17/11	0.000	10.80	10.43	0.37				
Principal	11/19/12	10/18/11	0.000	11.07(j)	10.56	0.51				
Principal	11/19/12	11/09/11	0.000	5.40(j)	5.51	-0.11				
Principal	12/11/12	10/17/11	0.000	10.21(j)	9.97	0.24				
Principal	12/11/12	10/18/11	0.000	10.46(j)	10.11	0.35				
Principal	12/11/12	11/09/11	0.000	5.10(j)	5.27	-0.17				
Subtotals				**53.04**	**51.85**					
TOTALS				**53.04**	**51.85**			**0.00**		
Box A Long-Term Realized Gain						**1.47**				
Box A Long-Term Realized Loss						**-0.28**				
Box A Wash Sale Loss Disallowed							**0.00**			

For any transaction listed on Form 1099-B in a section indicating that **"basis __is reported__ to the IRS"**, we are reporting to the IRS: **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that **"basis __is not reported__ to the IRS"**, we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

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
EMERALD NECKLACE CONSERVANCY PO BOX 300699 JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
FAMILIES FIRST 99 BISHOP RICHARD ALLEN DRIVE CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
FIRST PARISH IN BROOKLINE 382 WALNUT STREET BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
FROM THE TOP 295 HUNTINGTON AVENUE, SUITE 201 BOSTON, MA 02115	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
HARVARD UNIVERSITY 1350 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	ADVANCED LEADERS INITIATIVE	10,000.
PAN MASS CHALLANGE 77 FOURTH AVENUE NEEDHAM, MA 02494	NONE	PUBLIC CHARITY	UNRESTRICTED	14,000.
PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	UNRESTRICTED	125,000.
PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	STRATEGIC PLAN	10,000.
BIG BROTHERS BIG SISTERS OF MASSACHUSETTS 75 FEDERAL STREET BOSTON, MA 02210	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
BOSTON BALLET ARTISTIC FUND 19 CLARENDON STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				202,050.

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
MUSEUM OF SCIENCE SCIENCE PARK BOSTON, MA 02114	NONE	PUBLIC CHARITY	UNRESTRICTED UNRESTRICTED	500.
FACING HISTORIES AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
HARVARD SCHOOL OF PUBLIC HEALTH 665 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BROOKLINE EDUCATION FOUNDATION 40 WEBSTER PLACE BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.
ABUNDANT LIFE MUSIC INSTRUCTION 47 HOWARD STREET CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500.
NATIONAL MS SOCIETY PO BOX 845945 BOSTON, MA 02284	NONE	PUBLIC CHARITY	UNRESTRICTED	100.
OAKLAND A'S COMMUNITY FUND 7000 COLISEUM WAY OAKLAND, CA 94621	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
THE RASHI SCHOOL 8000 GREAT MEADOWS ROAD DEDHAM, MA 02026	NONE	PUBLIC CHARITY	UNRESTRICTED	200.
NEW ENGLAND FORESTRY FOUNDATION 32 FOSTER STREET LITTLETON, MA 01460	NONE	PUBLIC CHARITY	UNRESTRICTED	250.
Total from continuation sheets				

ANNE AND PAUL MARCUS FAMILY FOUNDATION 01-6220476

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
PARTNERS IN HEALTH PO BOX 845578 BOSTON, MA 02884	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
FIDELITY INVESTMENTS	88.
POWERSHARES DB AGRCULTURE FUND	35.
POWERSHARES DB OIL FUND	6.
US BRENT OIL FUND	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	130.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NATIONAL FINANCIAL SERVICES	9,513.	432.	9,081.
NATIONAL FINANCIAL SERVICES	4,242.	78.	4,164.
US BRENT OIL FUND	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	13,757.	510.	13,247.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,981.	0.	0.	5,981.
TO FM 990-PF, PG 1, LN 16A	5,981.	0.	0.	5,981.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,275.	1,000.	1,000.	2,275.
TO FORM 990-PF, PG 1, LN 16B	3,275.	1,000.	1,000.	2,275.

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
CONSULTANTS	174,362.	0.	0.	174,362.
TO FORM 990-PF, PG 1, LN 16C	174,362.	0.	0.	174,362.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	35.	0.	0.	35.
INVESTMENT EXPENSES	706.	706.	706.	0.
TO FORM 990-PF, PG 1, LN 23	741.	706.	706.	35.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS 472433	276,255.	276,984.
FIDELITY INVESTMENTS 168997	251,163.	248,016.
TOTAL TO FORM 990-PF, PART II, LINE 10B	527,418.	525,000.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
POWERSHARES DB AGRCULTURE FUND	COST	54,460.	53,580.
POWERSHARES DB OIL FUND	COST	24,679.	24,643.
US BRENT OIL FUND	COST	23,839.	24,621.
TOTAL TO FORM 990-PF, PART II, LINE 13		102,978.	102,844.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 9
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
PAUL AND ANNE MARCUS	77 HEATH STREET BROOKLINE, MA 02445

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ANNE P MARCUS
PAUL R MARCUS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PAUL MARCUS
260 FRANKLIN STREET
BOSTON, MA 02110

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
617 556-5200	NONE

FORM AND CONTENT OF APPLICATIONS

LETTER OUTLINING NEED AND USE OF FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION FAVORS PROGRAMS BENEFITING CHILDREN

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANNE MARCUS
260 FRANKLIN STREET
BOSTON, MA 02110

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
617 556-5200	NONE

FORM AND CONTENT OF APPLICATIONS

LETTER OUTLINING NEED AND USE OF FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION FAVORS PROGRAMS BENEFITING CHILDREN

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ANNE AND PAUL MARCUS FAMILY FOUNDATION	Employer identification number (EIN) or 01-6220476
	Number, street, and room or suite no. If a P.O. box, see instructions. 260 FRANKLIN STREET, NO. 6TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BOSTON, MA 02110	

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

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE CORPORATION
260 FRANKLIN STREET, NO. 6TH FL - BOSTON, MA 02110
Telephone No ▶ 617 556 5200 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ________ , and ending ________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
AWAITING INFORMATION FROM THIRD PARTIES WHICH IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 4,347.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 4,347.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶