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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

LYDIA E. PINKHAM MEMORIAL, INC.

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

8329 W. SUNSET ROAD

Room/suite

210

City or town, state, and ZIP code

LAS VEGAS, NV 89113

G Check all that apply:

Initial return

Final return

Amended return

Address change

Name change

A Employer identification number

04-2104836

B Telephone number

702-384-7717

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **► \$ 3,709,017.** (Part I, column (d) must be on cash basis.) J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3		97,506.	97,506.	97,506.	
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	160,499.			
b	Gross sales price for all assets on line 6a	853,792.			
7	Capital gain net income (from Part IV, line 2)		160,499.		
8	Net short-term capital gain			9,732.	
9	Income modifications				
Gross sales less returns and allowances					
10a	b Less. Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	258,005.	258,005.	107,238.	
13	Compensation of officers, directors, trustees, etc.	90,073.	18,015.	18,015.	72,058.
14	Other employee salaries and wages	11,702.	0.	0.	11,702.
15	Pension plans, employee benefits				
16a	Legal fees	7,450.	3,725.	3,725.	7,450.
b	Accounting fees	575.	288.	287.	575.
c	Other professional fees				
17	Interest	469.	0.		
18	Taxes	3,782.	0.	0.	1,544.
19	Depreciation and depletion	5,584.	0.	5,584.	
20	Occupancy	13,500.	0.	0.	13,500.
21	Travel, conferences, and meetings	65.	0.	0.	0.
22	Printing and publications				
23	Other expenses	33,570.	2,726.	2,726.	30,224.
24	Total operating and administrative expenses. Add lines 13 through 23	166,301.	24,754.	30,337.	137,053.
25	Contributions, gifts, grants paid	1,000.			1,000.
26	Total expenses and disbursements. Add lines 24 and 25	167,301.	24,754.	30,337.	138,053.
27	Subtract line 26 from line 12:	90,704.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		233,251.		
c	Adjusted net income (if negative, enter -0-)			76,901.	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
			93,628.	99,001.	99,001.
	1 Cash - non-interest-bearing		356,070.	202,881.	202,881.
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock	STMT 5	841,609.	1,064,980.	1,261,493.
	c Investments - corporate bonds	STMT 6	549,817.	220,743.	241,255.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	855,066.	1,203,879.	1,673,197.
	14 Land, buildings, and equipment: basis ►	92,827.			
	Less accumulated depreciation	STMT 8 ►	21,311.	76,382.	71,516.
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		2,774,012.	2,865,240.	3,709,017.
	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 ►)	STATEMENT 9	113.	637.	
	23 Total liabilities (add lines 17 through 22)		113.	637.	
	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		2,773,899.	2,864,603.	
	30 Total net assets or fund balances		2,773,899.	2,864,603.	
	31 Total liabilities and net assets/fund balances		2,774,012.	2,865,240.	

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 2,773,899.
2 Enter amount from Part I, line 27a	2 90,704.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 2,864,603.
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 2,864,603.

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	853,792.		693,293.	160,499.	
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			
a					
b					
c					
d					
e				160,499.	
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	160,499.	
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	9,732.	

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	138,115.	3,324,334.	.041547
2010	143,535.	2,787,778.	.051487
2009	116,772.	2,493,678.	.046827
2008	124,582.	3,657,570.	.034061
2007	134,231.	3,119,349.	.043032
2 Total of line 1, column (d)			2 .216954
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 .043391
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,417,893.
5 Multiply line 4 by line 3			5 148,306.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,333.
7 Add lines 5 and 6			7 150,639.
8 Enter qualifying distributions from Part XII, line 4			8 138,053.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)	1	4,665.		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b					
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)					
3 Add lines 1 and 2	2				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3				
5 Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-	4				
6 Credits/Payments:	5				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,240.	2,240.		
b Exempt foreign organizations - tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld					
7 Total credits and payments. Add lines 6a through 6d	7				
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8				
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9				
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded ► 11				

Part VII-A Statements 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	1a	X
1c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	3	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? <i>If "Yes," attach a conformed copy of the changes</i>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	N/A	
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MA</u>	8b	X
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	9	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	10	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► KAFOURY ARMSTRONG & CO.	Telephone no. ► (702) 384-7717
Located at ► 8329 W. SUNSET ROAD SUITE 210, LAS VEGAS, NV ZIP+4 ► 89113		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16 Yes No X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?

(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 Yes No Yes No Yes No 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

6b

X

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

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

 Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
STEPHEN N. DOTY 26 HAWTHORNE BLVD.	PRESIDENT/TREASURER			
SALEM, MA 01970	28.00	73,144.	0.	0.
NANCY MACKENNEY 16 MAPLE STREET WENHAM, MA 01984	SECRETARY			
	1.00	16,929.	0.	0.

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

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

Total number of other employees paid over \$50,000

►

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

1 THE ONLY DIRECT CHARITABLE ACTIVITY IS THAT OF A WELL BABY CLINIC PROVIDING MEDICAL SERVICES TO CHILDREN AT NO CHARGE

138,053.

2

3

4

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	1a	3,194,087.
a Average monthly fair market value of securities	1b	275,855.
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	3,469,942.
d Total (add lines 1a, b, and c)		
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	3,469,942.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,049.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,417,893.
6 Minimum investment return. Enter 5% of line 5	6	170,895.

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	1a	138,053.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B		
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:	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)		
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	138,053.
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	138,053.

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)

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 ►

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter.

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)

(3) Largest amount of support from an exempt organization

(4) Gross Investment income

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
76,901.	72,559.	102,308.	114,094.	365,862.	
65,366.	61,675.	86,962.	96,980.	310,983.	
138,053.	138,115.	144,975.	117,467.	538,610.	
0.	0.	0.	0.	0.	
138,053.	138,115.	144,975.	117,467.	538,610.	
					0.
					0.
113,930.	110,811.	92,926.	83,123.	400,790.	
					0.
					0.
					0.
					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).)

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/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
a Paid during the year				
SHRINERS HOSPITAL FOR CHILDREN 2900 ROCKY POINT DRIVE TAMPA, FL 33607	NONE		DONATION	1,000.
Total			► 3a	1,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	97,506.	
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	160,499.	
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.		258,005.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		258,005.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

2012

Name(s) shown on return

Business or activity to which this form relates

Identifying number

LYDIA E. PINKHAM MEMORIAL, INC.

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Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	358.
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	5,154.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		359.	5 YRS.	HY	200DB	72.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	5,584.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	----------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25**

26 Property used more than 50% in a qualified business use:

	%							
	%							
	%							

27 Property used 50% or less in a qualified business use:

	%			S/L -			
	%			S/L -			
	%			S/L -			

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle				
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)										
31 Total commuting miles driven during the year										
32 Total other personal (noncommuting) miles driven										
33 Total miles driven during the year. Add lines 30 through 32										
34 Was the vehicle available for personal use during off-duty hours?										
35 Was the vehicle used primarily by a more than 5% owner or related person?										
36 Is another vehicle available for personal use?										

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes <input type="checkbox"/> No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners	<input type="checkbox"/> Yes <input type="checkbox"/> No
39 Do you treat all use of vehicles by employees as personal use?	<input type="checkbox"/> Yes <input type="checkbox"/> No
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?	<input type="checkbox"/> Yes <input type="checkbox"/> No
41 Do you meet the requirements concerning qualified automobile demonstration use?	<input type="checkbox"/> Yes <input type="checkbox"/> No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization	(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2012 tax year:

43 Amortization of costs that began before your 2012 tax year **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**

LYDIA E. PINKHAM MEMORIAL, INC.

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	80000 AMERICAN EXPRESS NOTE	P	11/06/08	08/15/12
b	100000 GENERAL ELECTRIC NOTE	P	10/28/08	08/15/12
c	2000 PHILIP MORRIS INTERNATIONAL	P	VARIOUS	04/18/12
d	70000 PHILIP MORRIS NOTE	P	10/28/08	08/15/12
e	85000 WALMART NOTE	P	02/28/03	08/15/12
f	1000 GENERAL ELECTRIC CO	P	02/10/11	08/21/12
g	2000 ISHARES HIGH-DIVIDEND EQUITY FUND	P	01/05/12	08/21/12
h	1000 POWERSHARES INDIA	P	06/02/10	12/05/12
i	500 WELLS FARGO & CO	P	10/11/12	12/05/12
j	1 BERKSHIRE HATHAWAY	P	11/04/10	05/22/12
k				
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 85,064.		74,871.	10,193.
b 118,705.		88,029.	30,676.
c 175,444.		71,074.	104,370.
d 85,749.		61,811.	23,938.
e 90,634.		104,363.	<13,729.>
f 20,976.		20,863.	113.
g 121,694.		110,547.	11,147.
h 18,426.		21,063.	<2,637.>
i 16,450.		17,865.	<1,415.>
j 120,650.		122,807.	<2,157.>
k			
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			10,193.
b			30,676.
c			104,370.
d			23,938.
e			<13,729.>
f			113.
g		**	11,147.
h			<2,637.>
i		**	<1,415.>
j			<2,157.>
k			
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	160,499.
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	9,732.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,450.	3,725.	3,725.	7,450.
TO FORM 990-PF, PG 1, LN 16B	7,450.	3,725.	3,725.	7,450.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	575.	288.	287.	575.
TO FORM 990-PF, PG 1, LN 16C	575.	288.	287.	575.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	1,544.	0.	0.	1,544.
FEDERAL TAXES	2,238.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,782.	0.	0.	1,544.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	1,369.	0.	0.	1,369.
DUES AND SUBSCRIPTIONS	1,537.	1,537.	1,537.	0.
INSURANCE	2,362.	0.	0.	1,977.
MAINTENANCE AND REPAIRS	15,771.	0.	0.	15,771.
MEDICAL SUPPLIES	385.	0.	0.	385.
OFFICE EXPENSE	2,744.	0.	0.	2,744.

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TELEPHONE	420.	0.	0.	420.
PAYROLL TAXES	8,747.	1,189.	1,189.	7,558.
AUTOMOBILE EXPENSE	235.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	<u>33,570.</u>	<u>2,726.</u>	<u>2,726.</u>	<u>30,224.</u>

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2000 SHS ARCHER DANIELS	63,128.	54,780.
666 SHS DUKE ENERGY	32,135.	42,491.
1000 SHS MERCK & CO	30,183.	40,940.
2000 SHS PFIZER INC	37,748.	50,159.
4000 SHS ALTRIA GROUP	93,792.	125,760.
2000 SHS JOHNSON & JOHNSON	124,227.	140,200.
1000 SHS MARATHON OIL	20,731.	30,660.
1000 SHS PHILIP MORRIS	46,113.	83,640.
1 SHS BERKSHIRE HATHAWAY	0.	0.
1000 SHS EXXON MOBIL	73,517.	86,550.
2000 SHS CONOCO PHILLIPS	98,128.	115,980.
1000 SHS FREEPORT MCMORAN COPPER & GOLD	48,817.	34,200.
1000 SHS GENERAL ELECTRIC COMPANY	0.	0.
500 SHS MARATHON PETROLEUM CORP	14,024.	31,500.
1000 SHS CONAGRA FOODS	26,597.	29,500.
600 SHS DOW CHEMICAL	20,424.	19,398.
1000 SHS INTERNATIONAL PAPER	30,454.	39,840.
2000 SHS PEPSICO	135,099.	136,860.
1000 SHS SYMANTEC INC	16,582.	18,820.
1000 SHS MCDONALD'S CORP	88,576.	88,210.
500 SHS BRISTOL MYERS SQUIBB	16,752.	16,295.
1000 SHS HILLENBRAND INC	18,795.	22,610.
1000 SHS PHILLIPS 66	29,158.	53,100.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>1,064,980.</u>	<u>1,261,493.</u>

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WALMART STORES INC DEB	0.	0.
80000 AMEX CR CORP NOTE	0.	0.
100000 GE CO NOTE	0.	0.
70000 PHILIP MORRIS INT'L NOTE	0.	0.
80000 COMCAST CORP NOTE	85,204.	96,483.
110000 HESS CORPORATE NOTE	135,539.	144,772.
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>220,743.</u>	<u>241,255.</u>

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
9700 OZ SILVER BARS/JJ TEAPARTY	COST	95,590.	294,395.
220 OZ GOLD	COST	123,612.	368,544.
18266.731 SHS VANGUARD HIGH-YIELD CORP FUND ADM	COST	124,831.	111,610.
1000 SHS SECTOR SPDR TRUST SBI TECH	COST	19,361.	28,850.
1000 SHS ISHARES MSCI HONG KONG	COST	14,735.	19,420.
500 SHS ISHARES MSCI PACIFIC JAPAN	COST	22,816.	23,570.
2000 SHS POWERSHARES EXCHANGE	COST	28,053.	39,820.
1000 SHS POWERSHARES INDIA	COST	0.	0.
2000 SHS VANGUARD UTILITIES ETFS	COST	133,259.	150,600.
500 SHS VANGUARD HEALTHCARE ETFS	COST	27,794.	35,835.
500 SHS VANGUARD HEALTHCARE REIT	COST	23,788.	30,645.
1000 SHS ISHARES MSCI CDA	COST	25,393.	28,400.
2000 SHS SELECT SECTOR SPDR UTILITIES	COST	66,360.	69,841.
500 SHS MARKET VECTORS ETF GOLD	COST		
MINERS FUND		27,949.	23,195.
500 SHS VANGUARD REIT ETF	COST	26,057.	32,900.
1000 SHS MARKET VECTORS ETF TR	COST		
JUNIOR GOLD MINES		34,884.	19,790.
1000 SHS ETFs SILVER TRUST	COST	38,877.	30,050.
600 SHS ETFs GOLD TRUST	COST	97,355.	99,102.
1000 SHS VANGUARD INFORMATION TECH ETF	COST		
4000 SHS VANGUARD HIGH-DIVIDEND YIELD ETF	COST	72,966.	69,110.
		200,199.	197,520.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,203,879.	1,673,197.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
IBM COMPUTER/MONITOR	3,122.	129.	2,993.
SPRINKLER/IRRIGATION	4,350.	1,450.	2,900.
STOCKADE FENCE	3,150.	2,450.	700.
WASHER & DRYER	1,400.	700.	700.
REFRIG/FREEZER	2,468.	1,234.	1,234.
REFRIG/FREEZER	1,725.	1,725.	0.
2010 FORD F-150	29,769.	10,910.	18,859.
LAPTOP	1,191.	1,157.	34.
REFRIGERATOR-FREEZER	1,591.	1,454.	137.
FENCE WOOD/IRON-LUNDY'S	9,644.	1,607.	8,037.

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IMAC COMPUTER	717.	430.	287.
TOTAL TO FM 990-PF, PART II, LN 14	<u>59,127.</u>	<u>23,246.</u>	<u>35,881.</u>

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE		113.	637.
TOTAL TO FORM 990-PF, PART II, LINE 22		113.	637.