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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

THE FULLER FOUNDATION, INC.

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

PO BOX 461

City or town, state, and ZIP code

RYE BEACH, NH 03871

G Check all that apply:		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
		<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
		<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
► \$ 13,044,053. (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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			N/A		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
	3 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 Gross sales price for all assets on line 6a	132,891.				
	7 Capital gain net income (from Part IV, line 2)		132,891.		STATEMENT 1	
	8 Net short-term capital gain					
	9 Income modifications Gross sales less returns and allowances					
	b Less Cost of goods sold					
	c Gross profit or (loss)					
	11 Other income	1,143,263.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,466,638.	323,375.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	85,420.	42,710.		42,710.	
	14 Other employee salaries and wages	33,507.	8,377.		25,130.	
	15 Pension plans, employee benefits	26,936.	13,468.		13,468.	
	16a Legal fees					
	b Accounting fees	STMT 3	14,648.	11,718.		2,930.
	c Other professional fees	STMT 4	67,670.	67,670.		0.
	17 Interest					
	18 Taxes	STMT 5	3,657.	0.		3,657.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		16,361.	8,181.		8,181.
	22 Printing and publications		53.	8.		45.
	23 Other expenses	STMT 6	30,980.	13,394.		17,586.
	24 Total operating and administrative expenses. Add lines 13 through 23		279,232.	165,526.		113,707.
25 Contributions, gifts, grants paid		554,817.			554,817.	
26 Total expenses and disbursements. Add lines 24 and 25		834,049.	165,526.		668,524.	
27 Subtract line 26 from line 12:		632,589.				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)			157,849.			
c Adjusted net income (if negative, enter -0-)				N/A		

Q 4

Assets	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
1	Cash - non-interest-bearing		30,597.	2.	2.
2	Savings and temporary cash investments		199,421.	142,336.	142,336.
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 7	4,373,476.	4,086,990.	4,313,440.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 8	5,907,607.	8,507,850.	8,583,646.
14	Land, buildings, and equipment basis ►	39,573.			
	Less accumulated depreciation ►	39,573.			
15	Other assets (describe ►)	STATEMENT 9	2,769,772.	0.	0.
16	Total assets (to be completed by all filers)		13,280,873.	12,741,807.	13,044,053.
17	Accounts payable and accrued expenses		36,577.	3,490.	
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)		36,577.	3,490.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted		13,244,296.	12,738,317.	
25	Temporarily restricted				
26	Permanently restricted				
Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		13,244,296.	12,738,317.	
31	Total liabilities and net assets/fund balances		13,280,873.	12,741,807.	

## 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	13,244,296.
2	Enter amount from Part I, line 27a	2	632,589.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	13,876,885.
5	Decreases not included in line 2 (itemize) ► <b>UNREALIZED GAIN ON INVESTMENTS</b>	5	1,138,568.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,738,317.

**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.)
<b>1a TIFF PRIVATE INVESTMENT</b>			P	01/01/12	12/31/12
<b>b VANGUARD FUNDS</b>			P	01/01/12	12/31/12
<b>c LAUDUS FUNDS</b>			P	01/01/12	12/31/12
<b>d CHAMBERLAIN FUND</b>			P	01/01/12	12/31/12
<b>e FPA CRESENT</b>			P	01/01/12	12/31/12
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>		<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
<b>a 10,717.</b>					<b>10,717.</b>
<b>b 44,583.</b>					<b>44,583.</b>
<b>c 2,033.</b>					<b>2,033.</b>
<b>d 51,603.</b>					<b>51,603.</b>
<b>e 23,955.</b>					<b>23,955.</b>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>		<b>(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>	
<b>a</b>					<b>10,717.</b>
<b>b</b>					<b>44,583.</b>
<b>c</b>					<b>2,033.</b>
<b>d</b>					<b>51,603.</b>
<b>e</b>					<b>23,955.</b>
2 Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>		<b>132,891.</b>
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 <span style="float: right;">{ }</span>			<b>3</b>		<b>N/A</b>

**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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

**2**

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**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

**4**

5 Multiply line 4 by line 3

**5**

6 Enter 1% of net investment income (1% of Part I, line 27b)

**6**

7 Add lines 5 and 6

**7**

8 Enter qualifying distributions from Part XII, line 4

**8**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)	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	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	Add lines 1 and 2	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	Credits/Payments:	6a	6b	6c	6d	7	8	9	10	11	Refunded		
1																				1	3,157.
2																				2	0.
3																				3	3,157.
4		4	0.																		
5		5	3,157.																		
7		7	0.																		
8		8	71.																		
9		9	3,228.																		
10		10																			
11		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)?	X	
<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>			
1c	Did the foundation file Form 1120-POL for this year?	X	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1) On the foundation. ► \$ _____ 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?	X	
<i>If "Yes," attach a detailed description of the activities.</i>			
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	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
<ul style="list-style-type: none"> <li>● By language in the governing instrument, or</li> <li>● 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?</li> </ul>			
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>			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	N/A	
<u>MA</u>			
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? <i>If "No," attach explanation</i>		
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)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

**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? Website address ► **WWW.FULLERFOUNDATION.ORG** 13  **X**

14 The books are in care of ► **JOHN BOTTOMLEY** Telephone no. ► **603-964-6998**  
Located at ► **PO BOX 461, RYE BEACH, NH** ZIP+4 ► **03871**

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  **X** No

**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.

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  **X** No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  **X** No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  **X** No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  **X** 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  **X** 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  **X** 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? 1b  **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  **X** No

If "Yes," list the years ► **1c**  **X**

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b

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**  Yes  **X** No

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3b

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.) 4a  **X**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b  **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?

**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?

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)?

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

►

5b

►

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?

►

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

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?

►

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

►

6b

X

►

7b

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
SEE STATEMENT 10		118,927.	17,474.	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
<b>NONE</b>		

**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	<b>N/A</b>	Expenses
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.

1	<b>N/A</b>	Amount
2		0.
3		
<b>Total.</b> Add lines 1 through 3		0.

**Form 990-PF (2012)**

**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	12,555,809.
b	Average of monthly cash balances	1b	186,177.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	12,741,986.
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	12,741,986.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	191,130.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,550,856.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	627,543.

**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	627,543.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,157.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	624,386.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	624,386.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	624,386.

**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	668,524.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	668,524.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	668,524.

**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)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				624,386.
2 Undistributed income, if any, as of the end of 2012				0.
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	51,100.			
c From 2009				
d From 2010				
e From 2011	68,669.			
f Total of lines 3a through e	119,769.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 668,524.				0.
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				624,386.
e Remaining amount distributed out of corpus	44,138.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	163,907.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	163,907.			
10 Analysis of line 9:				
a Excess from 2008	51,100.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	68,669.			
e Excess from 2012	44,138.			



## 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
<b>a Paid during the year</b>				
ART (SEE ATTACHED LIST) PO BOX 479 RYE BEACH, NH 03871	UNRELATED		CHILD DEVELOPMENT	84,890.
FULLER GARDENS (SEE ATTACHED LIST) PO BOX 479 RYE BEACH, NH 03871	UNRELATED		OPERATIONS OF A BOTANICAL GARDEN	193,717.
MENTOR/DESIGNED (SEE ATTACHED LIST) PO BOX 479 RYE BEACH, NH 03871	UNRELATED		MENTOR PROGRAM	49,950.
VARIOUS GENERAL CONTRIBUTIONS (SEE ATTACHED LIST) PO BOX 479 RYE BEACH, NH 03871	UNRELATED		GENERAL	57,290.
WILDLIFE (SEE ATTACHED LIST) PO BOX 479 RYE BEACH, NH 03871	UNRELATED		SUPPORT WILDLIFE CONSERVATION	64,380.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 554,817.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

**THE FULLER FOUNDATION, INC.**

04-2241130

**Part XV Supplementary Information**

### 3 Grants and Contributions Paid During the Year (Continuation).

## 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	190,484.	
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			18	1,143,263.	
8 Gain or (loss) from sales of assets other than inventory			18	132,891.	
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.		1,466,638.	0.
13 Total. Add line 12, columns (b), (d), and (e) <i>(See worksheet in line 13 instructions to verify calculations.)</i>				13	1,466,638.

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

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

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
- (2) Other assets

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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.

**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
<b>FULLER FOUNDATION OF NH</b>	<b>PRIVATE FOUNDATION</b>	<b>SEE STATEMENT 11</b>

**Sign Here**  **11/13/13** **PRESIDENT**  
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** **Title**  
May the IRS discuss this return with the preparer shown below (see instr.)?  
 Yes  No

May the IRS discuss this  
return with the preparer  
shown below (see instr.)?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<b>ROGER L. HAMEL</b>	<i>Roger L. Hamel</i>	11/7/13		<b>P00167162</b>
	Firm's name ► <b>LEONE, MCDONNELL &amp; ROBERTS, PA</b>			Firm's EIN ► <b>02-0417217</b>	
Firm's address ► <b>5 NELSON ST. DOVER, NH 03820</b>			Phone no. <b>(603) 749-2700</b>		

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	20.	0.	20.
CHAMBERLAIN FUND	14,181.	0.	14,181.
DODGE & COX	34,944.	0.	34,944.
EATON VANCE	15,661.	0.	15,661.
FPA CRESENT FUND	3,311.	0.	3,311.
LAUDUS	4,686.	0.	4,686.
THORNBURG INT VALUE FUND	20,349.	0.	20,349.
VANGUARD	97,332.	0.	97,332.
TOTAL TO FM 990-PF, PART I, LN 4	190,484.	0.	190,484.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNREALIZED GAIN ON INVESTMENTS	1,138,568.	0.	
OTHER INCOME	4,695.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,143,263.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND BOOKKEEPING FEES	14,648.	11,718.		2,930.
TO FORM 990-PF, PG 1, LN 16B	14,648.	11,718.		2,930.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	67,670.	67,670.		0.
TO FORM 990-PF, PG 1, LN 16C	67,670.	67,670.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FED EXCISE TAXES	3,157.	0.		3,157.
MA TAXES	500.	0.		500.
TO FORM 990-PF, PG 1, LN 18	3,657.	0.		3,657.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	5,101.	4,336.		765.
OTHER OPERATING EXPENSES	25,879.	9,058.		16,821.
TO FORM 990-PF, PG 1, LN 23	30,980.	13,394.		17,586.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD FUNDS	4,086,990.	4,313,440.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,086,990.	4,313,440.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HELD AT TIFF REP	FMV	423,444.	307,512.
TIFF RESOURCE	FMV	381,592.	360,739.
DODGE COX INT FUND	FMV	1,525,188.	1,620,447.
LAUDUS	FMV	350,000.	357,723.
EATON VANCE	FMV	506,285.	483,917.
THORNBURG INT VALUE FUND	FMV	1,709,500.	1,624,488.
CHAMPLAIN MID CAP FUND	FMV	1,061,841.	1,116,797.
DRAKE CAPITAL OFFSHORE PARTNERS	FMV	1,000,000.	1,089,482.
ENTRUST CAPITAL DIVERSIFIED	FMV	1,000,000.	1,052,091.
FPA CRESENT FUND	FMV	550,000.	570,450.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,507,850.	8,583,646.

FORM 990-PF

OTHER ASSETS

STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT PROCEEDS RECEIVABLE	2,769,772.	0.	0.
TO FORM 990-PF, PART II, LINE 15	2,769,772.	0.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN T. BOTTOMLEY PO BOX 461 RYE BEACH, NH 03871	EXECUTIVE DIRECTOR 40.00	85,420.	17,474.	0.
SANDRA SCAGLIOTTI PO BOX 461 RYE BEACH, NH 03871	PROGRAM ADMINISTRATOR 40.00	33,507.	0.	0.
MINDY BOCKO PO BOX 461 RYE BEACH, NH 03871	TRUSTEE 2.00	0.	0.	0.
PETER FULLER, JR. PO BOX 461 RYE BEACH, NH 03871	TREASURER 2.00	0.	0.	0.
JAMES D. HENDERSON, II PO BOX 461 RYE BEACH, NH 03871	PRESIDENT 2.00	0.	0.	0.
PETER LANGLEY PO BOX 461 RYE BEACH, NH 03871	TRUSTEE 2.00	0.	0.	0.
MELINDA VANDEN HEUVEL PO BOX 461 RYE BEACH, NH 03871	TRUSTEE 2.00	0.	0.	0.
COREY FULLER MACDONALD PO BOX 461 RYE BEACH, NH 03871	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		118,927.	17,474.	0.

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990-PF            AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS            STATEMENT 11  
                  PART XVII, LINE 2, COLUMN (C)

---

NAME OF AFFILIATED OR RELATED ORGANIZATION

FULLER FOUNDATION OF NH

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

TRUSTEES ARE THE SAME FOR EACH ORGANIZATION

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

you are filing for an Automatic 3-Month Extension, complete only Part I and check this box

► 

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

► 

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. <b>THE FULLER FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>04-2241130</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>PO BOX 461</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>RYE BEACH, NH 03871</b>	

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-T (corporation)	07
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

**JOHN BOTTOMLEY**• The books are in the care of ► **PO BOX 461 - RYE BEACH, NH 03871**Telephone No ► **603-964-6998** 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

►  calendar year 2012 or►  tax year beginning                   , and ending                   2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return Change in accounting period

3a 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.	3a	\$	0.
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.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)