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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE FLATLEY FOUNDATION</b>		A Employer identification number <b>04-2763837</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>35 BRAINTREE HILL OFFICE PARK</b>	Room/suite <b>400</b>	B Telephone number <b>781-849-5100</b>
City or town, state, and ZIP code <b>BRAINTREE, MA 02184-8754</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 534869724</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1600000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		37518.	37518.		STATEMENT 2
4 Dividends and interest from securities		16316565.	16240529.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		13390072.			STATEMENT 1
b Gross sales price for all assets on line 6a <b>402988836.</b>					
7 Capital gain net income (from Part IV, line 2)			13184582.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-1362936.	-1289760.		STATEMENT 4
12 Total. Add lines 1 through 11		29981219.	28172869.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		1834226.	0.		1834226.
15 Pension plans, employee benefits		258188.	0.		258188.
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 5		1924743.	1820763.		0.
17 Interest					
18 Taxes STMT 6		226322.	51322.		0.
19 Depreciation and depletion		203038.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		21057.	0.		21057.
22 Printing and publications					
23 Other expenses STMT 7		3460750.	180330.		3277256.
24 Total operating and administrative expenses. Add lines 13 through 23		7928324.	2052415.		5390727.
25 Contributions, gifts, grants paid		16524306.			16524306.
26 Total expenses and disbursements. Add lines 24 and 25		24452630.	2052415.		21915033.
27 Subtract line 26 from line 12		5528589.			
a Excess of revenue over expenses and disbursements			26120454.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

**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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	67233797.	68711639.	68711639.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 9	21569528.	7169384.	8739577.
	b Investments - corporate stock STMT 10	193563095.	185902931.	200646519.
	c Investments - corporate bonds STMT 11	156360034.	162291124.	169764881.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	61939106.	82457567.	86236016.	
14 Land, buildings, and equipment basis ▶ 1018942.				
Less accumulated depreciation STMT 8 ▶ 403397.	818583.	615545.	615545.	
15 Other assets (describe ▶ STATEMENT 13)	289760.	155547.	155547.	
<b>16 Total assets (to be completed by all filers)</b>	<b>501773903.</b>	<b>507303737.</b>	<b>534869724.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	16534.	17779.	
	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 ▶)			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>16534.</b>	<b>17779.</b>	
<b>Net Assets or Fund Balances</b>	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	137499715.	137499715.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	364257654.	369786243.	
<b>30 Total net assets or fund balances</b>	<b>501757369.</b>	<b>507285958.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>501773903.</b>	<b>507303737.</b>		

**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	501757369.
2 Enter amount from Part I, line 27a	2	5528589.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	507285958.
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	507285958.

**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 PUBLICLY TRADED SECURITIES</b>	P		
<b>b WASH SALE ADJUSTMENT</b>	P		
<b>c PASS THROUGH INCOME PARTNERSHIPS</b>	P		
<b>d CAPITAL GAINS DIVIDENDS</b>			
<b>e</b>			

(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)
<b>a</b> 402637827.		390435036.	12202791.
<b>b</b>		-630782.	630782.
<b>c</b> 23076.			23076.
<b>d</b> 327933.			327933.
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
<b>a</b>			12202791.
<b>b</b>			630782.
<b>c</b>			23076.
<b>d</b>			327933.
<b>e</b>			

<b>2</b> 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	13184582.
<b>3</b> 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	N/A

**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	18754408.	534405811.	.035094
2010	16047881.	532733926.	.030124
2009	31213080.	423191695.	.073756
2008	12464269.	202561509.	.061533
2007	11104949.	214125355.	.051862

<b>2</b> Total of line 1, column (d)	2	.252369
<b>3</b> 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	.050474
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	522166332.
<b>5</b> Multiply line 4 by line 3	5	26355823.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	261205.
<b>7</b> Add lines 5 and 6	7	26617028.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	21915033.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	522409.
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	522409.
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	522409.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	641010.
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	641010.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	118601.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 118601. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FLATLEY FOUNDATION Telephone no ► 781-849-5100 Located at ► THE FLATLEY COMPANY, BRAINTREE, MA, BRAINTREE, MA ZIP+4 ► 02184-8754			
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**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

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

6b

X

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
JOHN J. FLATLEY 35 BRAINTREE HILL PARK BRAINTREE, MA 02184	TRUSTEE 25.00	0.	0.	0.
DANIEL T. FLATLEY 35 BRAINTREE HILL PARK BRAINTREE, MA 02184	TRUSTEE 25.00	0.	0.	0.
MARY MARGARET DARLING 35 BRAINTREE HILL PARK BRAINTREE, MA 02184	TRUSTEE 25.00	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
RICHARD FITZPATRICK - 529 MAIN STREET, CHARLESTOWN, MA 02129	CHIEF SCIENCE OFFICER 40.00	195696.	14708.	0.
BRIDGET COLE - 529 MAIN STREET, CHARLESTOWN, MA 02129	DIRECTOR OF CHEMISTRY 40.00	149725.	522.	0.
JINLIANG SUI - 529 MAIN STREET, CHARLESTOWN, MA 02129	SENIOR DIRECTOR 40.00	126434.	14706.	0.
ANDREW KOLODZIEJ - 529 MAIN STREET, CHARLESTOWN, MA 02129	DIRECTOR OF DRUG DISCOVERY 40.00	119688.	14692.	0.
WINIFRED HENRY - 35 BRAINTREE HILL PARK, BRAINTREE, MA 02184	ADMINISTRATOR 40.00	82762.	11162.	0.
Total number of other employees paid over \$50,000				12

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**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
FMC LLC - BRAINTREE HILL OFFICE PARK, BRAINTREE, MA 02184	ADMIN & INVEST MGMT SVC	1054857.
CLOUGH CAPITAL PARTNERS, L.P. 260 FRANKLIN ST., BOSTON, MA 02110	INVESTMENT MGMT SVC	848094.
Total number of others receiving over \$50,000 for professional services		2

**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 SEE STATEMENT 14	5282357.
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.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	461340523.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	67837863.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	939718.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	530118104.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	530118104.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	7951772.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	522166332.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	26108317.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	26108317.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	522409.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	522409.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	25585908.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	25585908.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	25585908.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	21915033.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	21915033.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	21915033.

**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.

Form 990-PF (2012)

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				25585908.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			12219200.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 21915033.				
<b>a</b> Applied to 2011, but not more than line 2a			12219200.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				9695833.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				15890075.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

## N/A

- ▶

☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

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



**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	
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments			14	37518.	
<b>4</b>	Dividends and interest from securities			14	16316565.	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income			14	-1362936.	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	13404268.	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0.		28395415.	0.
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				28395415.	0.

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

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

[illegible]

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

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |              |    |
|          | (1) Cash   | <b>1a(1)</b> | X  |
|          | (2) Other assets   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions   |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |    |

[illegible]

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

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

**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.

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

☐ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

TRUSTEE

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed	PTIN
--	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

**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

THE FLATLEY FOUNDATION

Employer identification number

04-2763837

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE FLATLEY FOUNDATION

04-2763837

**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	CHARLOTTE E. FLATLEY 50 FATHER CARNEY DRIVE MILTON, MA 02186	\$ 1600000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE FLATLEY FOUNDATION

04-2763837

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE FLATLEY FOUNDATION

04-2763837

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLICLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
402637827.	389598764.	0.	0.	13039063.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
	PURCHASED			
WASH SALE ADJUSTMENT				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PASS THROUGH INCOME PARTNERSHIPS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23076.	0.	0.	0.	23076.

CAPITAL GAINS DIVIDENDS FROM PART IV

327933.

TOTAL TO FORM 990-PF, PART I, LINE 6A

13390072.

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

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SOURCE	AMOUNT
INTEREST	37518.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37518.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	9266447.	327933.	8938514.
INTEREST	8126002.	0.	8126002.
PREMIUM AMORTIZATION	-747951.	0.	-747951.
TOTAL TO FM 990-PF, PART I, LN 4	16644498.	327933.	16316565.

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FORM 990-PF OTHER INCOME STATEMENT 4

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVEST IN PARTNERSHIP K-1	-73728.	-552.	
TD BANK NORTH	4220.	4220.	
EURO CURRENCY FORWARD CONTRACT	-1293428.	-1293428.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1362936.	-1289760.	

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLOUGH CAPITAL INV MGT FEE	848094.	848094.		0.
FMC MANAGEMENT FEE	1054857.	950877.		0.
MERRILL LYNCH INV MGT FEE	12582.	12582.		0.
UBS INV MGT FEE	9210.	9210.		0.
TO FORM 990-PF, PG 1, LN 16C	1924743.	1820763.		0.

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FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	175000.	0.		0.
FOREIGN TAXES PAID	51322.	51322.		0.
TO FORM 990-PF, PG 1, LN 18	226322.	51322.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASS ANNUAL REPORT	1000.	0.		0.
OFFICE SUPPLIES	18716.	0.		18716.
IT & COMPUTER MAINTENANCE	194614.	0.		194614.
LAB SUPPLIES	1099021.	0.		1099021.
INVESTMENT EXPENSE K-1	180905.	180330.		0.
REPAIRS & MAINTENANCE	21444.	0.		21444.
LAB RECRUITING	29410.	0.		29410.
INSURANCE	17169.	0.		17169.
OUTSIDE SERVICES	84286.	0.		83897.
CHEMICAL LIBRARIES	707210.	0.		707210.
CONTRACT RESEARCH	655889.	0.		655889.
UTILITIES	42506.	0.		42506.
DUES AND SUBSCRIPTIONS	4005.	0.		4005.
SMALL EQUIPMENT	319375.	0.		319375.
SAFETY	3049.	0.		3049.
COMPOUNDS	55916.	0.		55916.
LICENSES	16035.	0.		16035.
VOLUNTEER	9000.	0.		9000.
MISCELLANEOUS	1200.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3460750.	180330.		3277256.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      8

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
OFFICE FURNITURE	11996.	6856.	5140.	5140.
PHONES	1139.	652.	487.	487.
HP COMPUTER	4692.	3752.	940.	940.
LAB EQUIPMENT	185000.	111000.	74000.	74000.
LAB EQUIPMENT	334123.	133650.	200473.	200473.
LAB EQUIPMENT	28900.	11560.	17340.	17340.
LAB EQUIPMENT	453092.	135927.	317165.	317165.
TO 990-PF, PART II, LN 14	1018942.	403397.	615545.	615545.

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FORM 990-PF      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS      STATEMENT      9

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 9A	X		909697.	943255.
SEE STATEMENT 9A		X	6259687.	7796322.
TOTAL U.S. GOVERNMENT OBLIGATIONS			909697.	943255.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			6259687.	7796322.
TOTAL TO FORM 990-PF, PART II, LINE 10A			7169384.	8739577.

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FORM 990-PF      CORPORATE STOCK      STATEMENT      10

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10A	185902931.	200646519.
TOTAL TO FORM 990-PF, PART II, LINE 10B	185902931.	200646519.

**THE FLATLEY FOUNDATION**

**Government Obligations**

**12/31/12**

**STATEMENT 9A**

Security Name/Description	SHARES	Cost Basis	Market Value
Fedl Home Ln Mtg Ser 2635 4.5% 1/	2,500,000	173,075.90	169,892.18
Fedl Natl Mtg Assn 4.91% 7/25/32	1,950,000	326,556.45	337,799.19
Fedl Home Ln Mtg Ser 2768 4.5% 3/	1,100,000	192,114.62	199,432.09
Fedl Rlty Invs Tr Notes 5.9% 4/1/20	200,000	217,950.48	236,132.00

Total Government		<b>909,697.45</b>	<b>943,255.46</b>
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University NC Chapel 2.453% 2/1/1	200,000	200,005.10	206,202.00
Mass St GO Bonds 5.456% 12/1/	5,000,000	5,059,672.85	6,284,400.00
California State Go Bond 6.875% 11	1,000,000	1,000,009.25	1,305,720.00

Total Muni's		<b>6,259,687.20</b>	<b>7,796,322.00</b>
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Total Government Obligations		<b>7,169,384.65</b>	<b>8,739,577.46</b>
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STATEMENT 9A

**THE FLATLEY FOUNDATION  
CORPORATE STOCK  
12/31/12**

**STATEMENT 10A**

Security Name/Description	SHARES	Cost Basis	Market Value
Nabors	27,250	453,359 85	393,762 50
Weatherford International	22,841	348,426 23	255,590 79
Noble Corp	5,028	160,800 36	175,074 96
Trans Ocean Lmt	6,784	341,373 77	302,973 44
Alpha Nat Res Inc	15,297	281,019 25	148,992 78
Anadarko Pete Corp	6,167	365,126 56	458,269 77
BP PLC	4,550	204,814 65	189,462 00
Baker Hughes	4,184	206,852 81	170,908 03
Chesapeake Energy Corp	5,000	153,194 38	83,100 00
Chevron Corp	3,284	356,921 73	355,131 76
Halliburton Co Holding	9,100	306,588 02	315,679 00
Hess Corp Com	5,681	324,944 84	300,865 76
Marathon Petroleum Corp	7,625	303,215 77	480,375 00
Mosaic Co	4,388	244,376 18	248,492 44
National Oilwell Varco	5,265	368,234 24	359,862 75
Occidental Petro Corp	3,950	326,889 26	302,609 50
Peabody Energy Corp	6,298	221,301 03	167,589 78
Plains Expl & Prodn	1,425	51,541 25	66,889 50
Potash Corp of Saskatchewan	9,026	414,998 27	367,267 94
Schlumberger Limited Com	6,360	458,449 88	440,741 64
Williams Cos	8,246	271,473 71	269,974 04
Arcos Dorados Holdings Inc	5,492	99,111 32	65,684 32
Seagate Technology PLC	2,366	64,128 10	71,973 72
Apple Inc	182	102,666 65	96,855 48
Avis Budget Group Inc	4,220	59,004 67	83,640 40
Banc of America Corp	7,620	63,030 80	88,468 20
Barrick Gold	1,705	58,508 61	59,692 05
H & R Block	2,814	47,010 81	52,255 98
Citigroup	1,044	29,787 09	41,300 64
Delta Airlines	7,278	70,207 60	86,389 86
Echostar Corp	2,608	65,773 96	89,245 76
Ford Mtr Co Del Com	2,075	21,918 13	26,871 25
Global Geophy Svcs Com	15,000	72,416 30	57,750 00
Goodyear Tire & Rubber	7,186	96,763 37	99,238 66
Guess	2,182	61,121 18	53,546 28
Ion Geophysical	6,819	41,704 66	44,391 69
Johnson Ctls Inc	1,920	51,114 53	58,886 40
Joy Global Inc	759	45,556 66	48,409 02
Las Vegas Sands	669	30,637 72	30,881 04
Merrimack Pharmaceuticals	1,737	14,719 12	10,578 33
National Oilwell	620	41,410 21	42,377 00
North American Palladium	10,000	14,308 00	13,000 00
ON Semiconductor	10,793	80,117 42	76,090 65
Peabody Energy Group	1,050	29,528 69	27,940 50
Penn Natl Gaming Inc	739	30,689 41	36,292 29
Priceline Com	152	92,232 07	94,299 28
Service Corp Intl	5,500	61,182 14	75,955 00
United Continental Holdings Inc	2,500	51,132 52	58,450 00
Arcos Dorados Hldgs	2,000	40,344 16	23,920 00
Nabors Industries	1,250	22,781 05	18,062 50
Apple Inc	700	442,928 92	372,521 10
Goodyear Tire & Rubber Co	2,000	24,351 04	27,620 00
Guess Inc	600	16,021 30	14,724 00
Aetna Inc	20,970	923,229 58	971,120 70
Air China	549,895	385,993 87	464,698 98
Allergan, Inc	12,300	1,116,062 40	1,128,279 00
Allison Transmission Hldgs	59,704	1,281,087 21	1,219,155 68
Amarin Corp ADR	28,800	359,536 50	232,992 00
Ameren Corp	27,517	920,990 17	845,322 24
American Cap Mtg Inv Corp	10,400	265,716 14	245,128 00
American Intl Group Inc	96,062	3,377,649 80	3,390,988 60
Ameriprise Finl Inc	6,500	340,185 36	407,095 00
Anadarko Pete Corp	8,744	623,714 70	649,766 64
Anheuser Busch	5,054	435,804 91	441,770 14
Ares Cap Corp	76,796	433,643 29	1,343,930 00
Ascena Retail Group	22,200	429,176 43	410,034 00
Ascendas Real Estate Inv Trust (REIT)	490,000	792,737 14	950,716 35
Bank of America	464,041	3,517,086 19	5,387,516 01
Bank of China	1,134,000	480,120 52	506,220 59
Block H&R	147,341	2,315,570 06	2,736,122 37
Borgwarner Inc	12,965	922,533 37	928,553 30
Bosideng International Hldgs	1,479,899	464,560 08	439,147 64
Brenntag	7,710	811,897 09	1,010,692 44
Broadcom Corp	10,682	345,948 32	354,749 22
Cabot Oil & Gas	5,500	252,434 60	273,570 00
Calpine Corp	43,036	712,865 40	780,242 68

Security Name/Description	SHARES	Cost Basis	Market Value
Cameron Intl Corp	21,788	1,142,174 79	1,230,150 48
Canon Inc	2,400	88,998 61	93,144 22
Catamaran Corp	9,000	438,567 76	423,900 00
Chart Inds	9,000	535,050 47	600,201 90
Charter Communications Inc	3,384	250,360 59	257,996 16
Checkpoint Software Tech	5,016	256,439 22	238,962 24
China Construction Bank	674,000	521,726 36	540,880 00
China Mengniu	142,000	435,315 91	403,052 54
China Mobile	38,000	427,025 60	442,467 59
China Resources Power Hldg	186,000	419,511 85	474,667 92
China Telecom Corp	622,000	339,123 24	345,874 30
ChinaAMC ETF	19,734	76,908 16	80,073 06
Cinemark Holdings	35,283	714,562 74	916,652 34
Citic Securities	215,320	399,835 38	544,491 48
Citigroup	83,660	2,519,057 44	3,309,589 60
CMS Energy Corp	27,000	611,960 02	658,260 00
Community Health Sys Inc	58,700	1,729,904 82	1,804,438 00
Companhia De Bebidas	11,175	431,142 23	469,238 25
Covanta Hldg Corp	25,600	410,904 91	471,552 00
CSOP Asset Management	72,769	96,380 62	100,457 14
Delta Airlines	128,767	1,361,349 20	1,528,464 29
Denso Corp	7,800	265,396 36	265,590 61
Dresser Rand Group	12,100	650,227 60	679,294 00
Dynex Capital	25,899	268,074 65	244,486 56
E M C Corp	69,112	1,841,046 15	1,748,533 60
Ebay	10,000	518,695 67	509,976 99
Eni Eur1	31,414	708,808 65	767,758 16
Eog Res Inc	3,600	405,955 80	434,844 00
EQT Corp	13,200	780,780 96	778,536 00
Equinix Inc	2,682	464,288 97	553,028 40
Exco Res Inc	55,640	460,061 34	376,682 80
Exelon Corp	28,900	861,847 20	859,486 00
Exxon Mobil Corp	8,500	685,521 09	735,675 00
Facebook	24,937	671,404 32	663,815 46
Fanuc Corp	500	86,755 33	92,625 21
First Energy Corp	12,510	567,244 32	522,417 60
Fleetcor Technologies	6,972	310,484 20	374,047 80
Ford Motor Co	156,993	1,596,516 33	2,033,059 35
Forest Laboratories	24,800	888,354 39	875,936 00
Fortinet Inc	6,578	141,895 38	138,269 56
Foster Wheeler	22,800	509,760 62	554,496 00
Global X FDS Global X China	122,500	2,129,604 82	1,821,575 00
Golar LNG Limited CO M STK	63,376	2,243,714 50	2,330,969 28
Goodyear Tire & Rubber PFD Conv	10,600	530,682 50	498,836 00
Google	7,025	4,502,284 25	4,969,344 50
Grace WR & Co	14,200	742,145 84	954,666 00
Graphic Packaging	97,300	595,242 67	628,558 00
Grupo Financiero Santander	27,400	333,866 26	443,332 00
Gulfport Energy Corp	26,206	1,007,228 50	1,001,593 32
Haoteng Securities	310,000	417,798 46	531,941 63
HCA Hldgs Inc	50,626	1,607,862 48	1,527,386 42
Health Mgmt Assoc	200,395	1,599,886 04	1,867,681 40
Heineken	15,400	815,621 73	1,024,710 58
Honda Motor Co	3,466	116,980 12	127,653 08
Ind & Com Bk China	706,955	478,846 66	501,654 95
Interoil Corp	13,953	889,679 06	774,810 09
Japan Airlines	7,000	334,074 47	299,543 86
Jazz Pharmaceuticals	11,900	609,563 51	633,676 20
Jive Software	24,700	348,790 71	358,891 00
Kodiak Oil & Gas	80,795	785,783 21	715,035 75
Lamar Advertising	25,113	638,977 68	973,128 75
Lenovo Group	439,621	288,646 09	398,167 85
Liberty Global Inc	12,923	625,855 92	813,632 08
Liberty Media Hldgs Interactive Com ser A	84,068	1,416,068 87	1,654,458 24
Liberty Media Interactive Corp Ventures	17,577	551,080 27	1,191,017 52
Liberty Media Hldgs Cap	9,472	767,463 32	1,098,846 72
Lifepoint Hosps Inc	23,695	891,118 34	894,486 25
Man Wah Holdings	957,822	779,875 18	798,303 36
Martin Marietta Matls Inc	8,859	747,904 69	835,226 52
Mastercard	1,824	782,714 70	896,094 72
Maxis Bhd	451,900	775,652 11	982,712 50
Medley Capital Corp	24,741	296,805 74	360,228 96
Michael Kors Hldgs	8,800	422,602 16	449,064 00
Micron Technology	262,171	1,563,631 97	1,662,164 14
Molson Coors Brewing	9,278	377,024 89	397,005 62
Motorola Solutions Inc	15,208	775,093 41	846,781 44
National Cinemedia	25,300	349,634 52	357,489 00
National Fuel	14,500	704,320 61	735,005 00
National Grid New	56,231	2,713,436 18	3,229,908 64
National Oilwell Varco	16,674	1,205,236 48	1,139,667 90

Security Name/Description	SHARES	Cost Basis	Market Value
Netapp Inc	13,000	436,547 05	436,150 00
News Corp	18,581	359,585 09	474,001 31
Nisource	11,996	271,111 36	298,580 44
Noble Corp	12,561	454,470 30	437,374 02
Noble Energy	6,800	671,147 58	691,832 00
Nomura Holdings	23,033	101,276 08	132,440 06
Oge Energy	26,073	1,358,921 27	1,468,170 63
Oil Sts Intl	7,491	553,509 54	535,906 14
Orient Express Hotels	60,228	640,089 13	704,065 32
Owens Corning	30,352	1,025,886 83	1,122,720 48
Pennantpark Investment Corp	100,439	395,755 41	1,104,327 50
Philippine LNG	2,055	121,742 94	125,683 70
Pioneer Nat Res	4,803	464,348 73	511,951 77
Qualcomm	10,133	620,155 81	626,823 33
Range Resources Corp	14,400	990,086 76	904,752 00
SAB Miller	19,100	813,854 30	877,079 16
Sally Beauty Hldgs	32,118	850,701 99	757,021 26
Samsonite Intl	451,200	918,022 31	930,243 21
Sanofi-Aventis Spon	5,100	169,450 96	241,638 00
Schlumberger Limited	3,300	235,879 71	228,685 38
Seadrill Limited	11,991	458,350 90	441,268 80
Sensata Tech Hldg	31,671	1,070,951 88	1,028,674 08
Signet Jewelers	8,200	421,697 58	437,880 00
Solar Cap Ltd	57,452	1,286,936 35	1,373,677 32
Solar Senior Capital Ltd	54,376	1,087,530 00	1,014,656 16
Southwestern Energy	30,700	1,079,798 73	1,025,687 00
SPDR Gold Trust Gold	5,551	912,073 27	899,375 24
Telecty Group	14,593	202,133 98	186,565 06
Teradyne Inc	63	865 51	1,064 07
Time Warner	14,140	493,520 85	676,316 20
Total Spon ADR	14,200	704,513 12	738,542 00
Toyota Motor Corp	20,100	887,684 07	936,260 17
Transdigm Group	13,873	1,517,619 53	1,891,722 28
U S Airways Group	54,436	658,413 88	734,886 00
United Continental Hldgs Inc	53,680	1,294,065 07	1,255,038 40
Viacom Inc	28,600	1,332,448 70	1,508,364 00
Viasat	20,714	886,175 63	805,774 60
Vinda International Hldgs	811,697	1,165,664 57	1,110,070 21
VISA	1,949	197,789 20	295,429 42
Wabco Hldgs	15,127	882,573 47	986,129 13
Weatherford International	36,686	486,363 31	410,516 34
Wellpoint	8,577	512,263 04	522,510 84
Wells Fargo	42,476	1,416,506 56	1,451,829 68
Westar Energy Inc	13,900	409,608 05	397,818 00
Whitewave Foods Co	693	11,781 00	10,769 22
Transocean Limited	8,132	376,769 28	363,175 12
Lyondellbasell Industries	5,957	255,774 43	340,085 13
Altria Group	10,517	340,992 58	330,654 48
Anadarko Pete Corp	5,251	395,178 99	390,201 81
Apple Inc	4,420	2,558,818 02	2,352,204 66
Avis Budget Group	11,053	147,996 73	219,070 46
Bank of America	89,035	885,379 75	1,033,696 35
Bristol Myers Squibb	8,320	273,286 79	271,148 80
Broadcom Corp	16,768	563,294 11	556,865 28
Cablevision Sys Corp	33,498	505,479 93	500,460 12
Chevron Corp	2,288	239,173 37	247,424 32
Cisco Systems	26,412	472,669 27	518,969 38
Citigroup Inc	12,385	465,270 10	489,950 60
Delta Airlines	61,055	609,990 95	724,722 85
Direct TV	15,968	769,577 87	800,954 88
EMC Corp Mass	30,546	806,922 71	772,813 80
Ford Mtr Co Del Com	67,722	907,967 28	876,999 90
Freeport McMoran Copper & Gold	6,650	212,611 81	227,430 00
General Motors Co Com	13,714	386,831 53	395,374 62
General Motors Co PFD	4,000	200,016 00	176,520 00
Glaxosmithkline	4,182	187,246 44	181,791 54
Goodyear Tire & Rubber	40,567	507,925 33	560,230 27
Google Inc	1,050	665,328 00	742,749 00
Humana Inc	3,190	213,101 25	218,929 70
Intl Business Mach	3,520	696,376 75	674,256 00
JP Morgan Chase	8,074	297,136 00	355,005 70
Johnson & Johnson	4,420	296,809 46	309,842 00
Lilly Eli	6,317	263,573 10	311,554 44
McDonalds	2,476	222,723 22	218,407 96
Merck & Co	6,035	240,503 07	247,072 90
Microsoft Corp	37,040	1,067,324 62	989,338 40
National Grid	7,775	422,054 68	446,596 00
National Oilwell	6,389	482,283 57	436,688 15
Nike Inc	11,750	571,002 53	606,300 00
Occidental Petro	2,415	232,285 61	185,013 15

Security Name/Description	SHARES	Cost Basis	Market Value
On Semiconductor Crp	51,200	365,362 17	360,960 00
Pepsico Inc	8,035	549,434 03	549,835 05
Pfizer	9,191	204,957 91	230,501 08
Philip Morris	2,359	194,519 63	197,306 76
Priceline	1,231	754,985 73	763,700 09
Qualcomm	17,063	1,003,734 88	1,055,517 18
US Bancorp Del Com	2,633	79,444 39	84,098 02
US Bancorp Del Depositary Shs	10,000	252,310 00	286,400 00
United Continental Hold	29,855	634,447 57	698,009 90
Unitedhealth Group	13,948	760,143 49	756,539 52
Wellpoint Inc	6,375	350,576 21	388,365 00
Wells Fargo & Co	14,604	490,412 57	499,164 72
American Cap Agy Corp	17,664	546,609 22	510,489 60
Annaly Capital Management	31,587	521,661 52	443,481 48
CYS Investments	12,693	172,801 38	149,904 33
Barrick Gold Corp	33,625	1,532,583 71	1,177,211 25
Gold Fields Ltd	100,000	1,042,000 00	1,249,000 00
Goldcorp Inc	101,400	2,789,514 00	3,721,380 00
Harmony Gold Mining	104,400	974,052 00	935,424 00
Ishares Silver	22,947	805,901 37	673,953 39
Market Vectors ETF TR Jr Gold mines	80,701	2,001,263 75	1,597,072 79
Newmont Mng Corp	500,000	20,335,331 97	23,220,000 00
SPDR Gold TR Gold Shs	34,495	5,867,658 49	5,588,879 90
Annaly Cap Mgmt Inc	3,555	58,597 40	49,912 20
AT&T	4,600	153,496 41	155,066 00
Baytex Energy Corp	3,405	154,880 54	147,232 20
BCE Inc	3,565	148,092 48	153,081 10
British AMN Tobacco Spadr	1,475	147,538 04	149,343 75
EPR Pptys	3,340	145,642 62	154,007 40
Genuine Parts	2,425	150,075 86	154,181 50
Golar LNG Limited	4,125	158,604 51	151,717 50
Lockheed Martin Corp	1,675	148,708 14	154,585 75
Lorillard Inc	1,285	155,266 90	149,920 95
Pfizer Inc	6,065	141,044 00	152,105 95
Philip Morris Intl Inc	1,730	149,245 21	144,697 20
Seadrill Ltd	4,220	157,349 50	155,296 00
Southern Copper Corp	4,061	134,156 39	153,749 46
SSE PLC Sponsored	6,740	148,198 76	156,772 40
Starwood Ppty Tr Inc	6,770	145,349 84	155,439 20
Ventas Inc	2,380	147,296 87	154,033 60
Vodafone Grop PLC	6,000	156,798 36	151,140 00
Westpac Banking	1,140	136,465 98	157,217 40
<b>Total Corporate Stock</b>		<b>185,902,931.88</b>	<b>200,646,518.56</b>

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 11A	162291124.	169764881.
TOTAL TO FORM 990-PF, PART II, LINE 10C	162291124.	169764881.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 12A	COST	82457567.	86236016.
TOTAL TO FORM 990-PF, PART II, LINE 13		82457567.	86236016.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	289760.	155547.	155547.
TO FORM 990-PF, PART II, LINE 15	289760.	155547.	155547.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 14
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## ACTIVITY ONE

THE FLATLEY DISCOVERY LAB (FORMERLY CFRX LAB) IS A BRANCH OF THE FLATLEY FOUNDATION, CREATED TO CARRY OUT CHARITABLE ACTIVITIES OF THE FLATLEY FOUNDATION. THE FLATLEY DISCOVERY LAB CONDUCTS IN-HOUSE RESEARCH FOR THE PURPOSE OF DISCOVERING A CURE FOR CYSTIC FIBROSIS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	5282357.

THE FLATLEY FOUNDATION  
CORPORATE BONDS  
12/31/12  
STATEMENT 11A

Security Name/Description	SHARES	Cost Basis	Market Value
Union Pacific Corp 5 214% 9/30/14	500,000	469,655 00	531,350 00
Comcast Corp 5% 12/15/61 (Pref)	24,000	600,010 00	628,560 00
Railcar Leasing LLC 1 A2 7 125% 1/15/13	2,175,000	104,320 98	101,521 80
Amsouth Bk N A Birmingham 4 85% 4/1/13	250,000	250,002 21	252,187 50
Telefonica Emisiones Sau Note 2 582% 4/26/13	600,000	602,746 00	602,100 00
Continental Airlines 061G 6/02/13	400,000	365,243 15	371,873 72
Echostar DBS Corp 7 0% 10/1/13	625,000	636,470 48	650,000 00
Telecom Italia Cap B 5 25% 11/15/13	500,000	521,935 00	513,750 00
Royal Caribbean Cruises 6 875% 12/1/13	500,000	515,010 00	518,750 00
Citigroup SR Nt 1/13/14	200,000	196,562 00	201,840 00
AESOP Funding 2009-2A 5 68% 2/20/14	100,000	35,687 05	50,246 80
Chase Funding Mtg Ser 2002-4 IA-6 4 515% 2/25/14	2,198,000	121,254 09	120,073 77
TRW Automotive 7% 3/15/14	1,000,000	1,033,698 73	1,055,000 00
Wea Fin LLC 144A 7 5% 6/2/14	1,000,000	1,065,494 89	1,088,030 00
International Lease Finance Corp	1,000,000	1,043,414 96	1,067,500 00
General Elec Cap Corp MTN 9/15/14	1,000,000	946,100 00	998,799 00
Conl Airlines Inc Ser 97-A3 7 16% 9/24/14	1,500,000	15,231 86	15,127 37
Echostar DBS 6 625% 10/1/14	1,600,000	1,615,309 71	1,720,000 00
Ford Motor Credit 8 7% 10/1/14	200,000	210,214 25	223,996 00
GMAC Inc GTD SR 6 75% 12/1/2014	1,400,000	1,454,636 71	1,512,000 00
Santander Drive Auto Ser 2010-2 B 2 24% 12/15/14	500,000	499,938 15	503,084 50
Metropolitan Life Global 2% 1/9/15	500,000	499,085 00	513,490 00
Carnow Auto Ser 2012-1A 2 09% 1/15/15	300,000	119,673 12	119,711 91
Arcelormittal Nt 9 0% 2/15/15	300,000	335,560 00	333,849 00
CIT Group 4 75% 2/15/15	250,000	250,007 17	260,000 00
Hertz Vehicle Fin Ser 2010-1 B-1 5 02% 2/25/15	300,000	314,353 75	308,186 70
Northwest Airlines 7 95% 3/1/15	1,000,000	234,833 59	242,269 22
Ally Auto Rec Ser 2010-1 B 3 29% 3/15/15	160,000	163,602 43	164,384 64
Ally Master Owner 2010-3 B 3 47% 4/15/15	397,000	409,478 28	398,964 75
Ford Motor Credit Co LLC 7 0% 4/15/15	1,000,000	1,053,532 23	1,115,038 00
Merrill Auto 2008 2008-1 C 7 11% 4/15/15	139,000	81,939 38	80,015 26
Santander Consumer Ser 2011-WO 2 32% 4/15/15	970,000	969,298 13	980,722 38
Wells Fargo 3 625% 4/15/15	500,000	516,261 79	531,410 00
PNM Res Inc Sr Nt 9 25% 5/15/15	400,000	449,068 14	456,500 00
Santander Drive 2010-3 B 2 05% 5/15/15	410,000	410,666 64	412,168 08
JP Morgan Chase 3 4% 6/24/15	750,000	766,291 91	791,295 00
Ally Auto Rec Ser 2010-3 CL A4 1 55% 8/17/15	50,000	49,436 52	50,574 85
AmeriCredit Auto Ser 2010-1 C 5 19% 8/17/15	575,000	605,197 50	598,815 93
Carmax Auto Owner 2009-2 B 4 65% 8/17/15	815,000	857,713 75	849,383 22
DT Auto Owner TR Ser 2011-1A CL C 3 05% 8/17/15	675,000	497,265 65	501,107 28
Ing Bank NV 3% 9/1/15	1,000,000	997,322 00	1,033,898 00
Bank of Tokyo Mitsubishi 2 45% 9/11/15	500,000	499,100 00	519,169 00
Ford Credit Ser 2011-2 CL D 2 86% 9/15/15	425,000	428,409 84	425,911 20
Ford Motor Credit 5 625% 9/15/15	300,000	298,408 00	328,510 20
Met Life Glob Fund 2 5% 9/29/15	1,000,000	999,500 00	1,043,160 00
Prudential Covered Trust 9/30/15	750,000	712,510 00	777,757 50
American Cr Accep 2012-1 A2 3 04% 10/15/15	300,000	269,621 17	269,938 47
Rouse Co Mtn BE SR 6 75% 11/9/15	400,000	410,620 28	419,500 00
Kimco Rlty Corp Mtn Be 5 584% 11/23/15	625,000	669,388 95	694,062 50
Ventas Realty 3 125% 11/30/15	300,000	301,342 00	316,269 00
Carmax Auto 2010-1 B 3 75% 12/15/15	405,000	414,820 00	419,311 49
Kinder Morgan Finance Corp 5 7% 1/5/16	500,000	531,260 00	546,565 00
AmeriCredit Auto Ser 2009-1 C 14 55% 1/15/16	220,000	272,787 19	238,031 42
Bank New York Mtn Bk Ent 2 5% 1/15/16	500,000	499,860 00	523,945 00
Ford Floorplan 2012-1 D 1/15/16	400,000	400,010 00	403,138 40
Santander Drive Auto Ser 2011-2 CL B 2 66% 1/15/16	35,000	34,803 13	35,765 24
Goldman Sachs Group 3 625% 2/7/16	300,000	301,432 89	317,556 00
Ford Credit Ser 2011-1 2/15/16	500,000	500,010 00	502,064 50
DT Auto Owner TR Ser 2011-2 CL C 3 05% 2/16/16	165,000	164,030 31	165,059 57
BB&T Corp SR NT-A 3 2% 3/15/16	500,000	499,315 00	532,175 00
CPS Auto Recv 2010-A 2 89% 3/15/16	660,000	63,691 61	63,998 76
Corporate Ppty Invs Nt 7.875% 3/15/16	385,000	446,095 51	460,575 50
Hertz Vehicle Fin Ser 2009-2A 5 29% 3/25/16	560,000	610,370 00	609,094 08
Hertz Vehicle Fin Ser 2009-2b 5 93% 3/25/16	250,000	269,599 84	267,470 50
AmeriCredit Auto Ser 2010-3 C 3 34% 4/8/16	500,000	499,965 95	519,145 50
Owens & Minor Inc 6 35% 4/15/16	1,265,000	1,371,340 91	1,387,515 25
Abbey Natl Treasury Serv 4 0% 4/27/16	400,000	376,850 00	422,952 00
Countrywide Financial 6.25% 5/15/16	250,000	253,028 07	274,427 50
Credit Suisse 2006-C3 A3 5/15/16	650,000	668,897 30	737,872 20
Aesop Funding 2010-3A A 4 64% 5/20/16	790,000	810,201 88	854,457 68
Ally Auto Rec Tr Ser 2010-5 CL B 2 45% 6/15/16	180,000	180,445 94	185,562 18

Security Name/Description	SHARES	Cost Basis	Market Value
Carmax Auto 2010-2 3.96% 6/15/16	255,000	263,994 77	266,583 38
Amer Cr Accept Recv 2012-2 A 1.89% 7/15/16	33,000	25,414 03	25,572 02
Capital One Finl Corp 3 15% 7/15/16	250,000	249,382 50	265,422 50
GATX Corp 3 5% 7/15/16	450,000	450,857 92	469,062 00
Americredit Ser 2011-1 CL C 2 85% 8/8/16	245,000	244,856 88	251,109 81
Chrysler Fin Auto 2010-A D 3.52% 8/8/16	355,000	360,224 06	356,383 08
Carmax Auto 2010-1 C 4 88% 8/15/16	600,000	615,760 00	619,189 80
MBNA Credit 2004-B1 4 45% 8/15/16	290,000	308,259 58	303,090 89
Santander Consumer 2011-S1 1 66% 8/15/16	545,000	329,537 17	342,236 55
Santander Consumer 2011-S1 0% 8/16/16	165,000	89,811 36	90,806 32
Lai Veh Lease 2010-A 2 55% 9/15/16	1,000,000	186,235 34	185,862 71
Wells Fargo 5 125% 9/15/16	500,000	529,681 76	563,140 00
Erac USA Fin 6 2% 11/1/16	1,000,000	1,120,955 26	1,165,410 00
Federated Retail Holding Co 5 9% 12/1/16	500,000	532,741 02	587,505 00
Carmax Auto Owner 2010-2 5 18% 12/15/16	285,000	298,547 50	301,771 40
Ford Motor Credit 8% 12/15/16	250,000	284,699 20	301,867 50
Great Amer LS Rec 2009-1 C 6 48% 12/15/16	250,000	262,256 10	253,113 25
Fedi Realty Invs Tr 6 2% 1/15/17	612,000	673,998 50	709,418 16
Healthcare Realty Trust 6 5% 1/17/17	380,000	410,124 30	434,492 00
Ford Credit 2010-3 C 4 99% 2/15/17	300,000	322,135 00	318,643 80
Capital One Finl Bonds 5 25% 2/21/17	750,000	791,777 39	854,985 00
Southwest Airlines 5 125% 3/1/17	750,000	777,570 31	829,950 00
Bank Amer Charlotte NC 5 3% 3/15/17	500,000	518,433 64	562,355 00
Exeter Automobile 2012-1A B 3 18% 3/15/17	300,000	299,938 48	305,043 60
Hyundai Auto Recv Tr Ser 2011-B 2 86% 3/15/17	55,000	56,367 81	57,619 98
DT Auto Owner 2012-2A C 2 72% 4/17/17	200,000	199,986 46	200,428 80
Contl Airlines 98-3B B 7 02% 5/1/17	2,500,000	432,891 60	430,221 25
Merrill Lynch 5/2/17	250,000	202,290 00	234,145 00
Santander Drive Auto 2011-S1 B 1 48% 5/15/17	165,000	51,122 32	51,850 90
Westlake Auto Recv 2011-1 C 3 4% 5/15/17	1,000,000	1,000,322 50	1,007,187 50
American Express Centurion 5 95% 6/12/17	1,000,000	1,086,681 47	1,192,600 00
Bunge Limited Finance Co 3 2% 6/15/17	300,000	299,434 00	313,089 00
Contl Airlines Inc Ser 01-1 CL B 7 373% 6/15/17	505,000	100,477 08	107,013 81
Americredit Ser 2011-3 CL D 4 04% 7/10/17	320,000	321,181 79	339,425 60
Santander Drive Auto 2010-2 C 3 89% 7/15/17	52,000	53,716 25	53,774 03
AM8 Prop Bond 4 5% 8/15/17	500,000	494,615 00	545,250 00
CIT Group Inc 4 25% 8/15/17	350,000	350,414 90	360,409 00
First Investors Auto Se 2011-2A Cl C 5 02% 8/15/17	250,000	249,922 25	259,264 50
General Motors Finl 4 75% 8/15/17	250,000	250,009 33	262,872 50
Comerica Bk Detroit Mich 5 2% 8/22/17	225,000	238,850 92	260,547 75
Merrill Lynch Co 6 4% 8/28/17	400,000	450,059 14	469,744 00
Simon Pty Group 2 15% 9/15/17	500,000	499,080 00	518,625 00
DT Auto Owner Trust 2012-1A B 2 27% 10/16/17	300,000	299,999 23	300,568 50
Flagship Cr Auto Tr 2012-1 B 3 32% 10/16/17	300,000	300,004 27	300,861 30
CCO Hldgs LLC /CCO Hldgs Cap 7 25% 10/30/17	2,000,000	2,007,331 70	2,180,000 00
Santander Drive Auto 2010-3 C 3 06% 11/15/17	100,000	98,502 19	103,282 30
Citigroup 6 125% 11/21/17	300,000	337,494 97	357,048 00
Prudential Finl 6% 12/1/17	500,000	542,487 71	599,941 00
Barclays Bank PLC 6 05% 12/4/17	500,000	520,700 00	553,194 00
Wells Fargo 5 625% 12/11/17	500,000	549,840 72	596,350 00
Capital One Multi 2005-B1 4 9% 12/15/17	500,000	528,681 88	542,137 50
Con-Way Inc Bond 7 25% 1/15/18	500,000	531,457 54	579,185 00
Cabelas Master Ser 2010-1A A2 1/16/18	1,000,000	1,020,000 00	1,025,128 00
Goldman Sachs 5 95% 1/18/18	900,000	973,505 19	1,047,321 00
Kansas City Southn De Mexico 8 0% 2/1/18	785,000	853,351 25	865,462 50
American Cr Accep 2012-2 B 2 75% 2/15/18	350,000	349,935 91	351,859 90
Amer Cr Accep Recv 2012-2 C 4 05% 2/15/18	850,000	870,297 11	851,132 20
Credit Suisse Note 6% 2/15/18	750,000	819,927 45	862,252 50
First Investors Auto Ser 2011-1 7 17% 2/15/18	300,000	311,412 34	307,758 00
Avis Budget Car Rent 9 625% 3/15/18	300,000	323,244 96	334,500 00
Commonwealth Edison 1st Mtg 5 8% 3/15/18	1,000,000	1,118,973 15	1,210,624 00
State Street Corp 3/15/18	400,000	448,080 40	453,076 00
Autonation Inc Notes 6 75% 4/15/18	400,000	415,635 73	452,000 00
Credit Accept Auto 2010-1 A 2 06% 4/15/18	405,000	304,074 54	304,211 30
CPS Auto Recv 2011-A B 4 94% 4/16/18	750,000	440,751 28	445,157 31
Jetblue Airways Corp Ser 2004-2 5/15/18	613,000	546,026 25	534,842 50
Republic Services Inc Note 3 8% 5/15/18	250,000	249,932 50	274,846 25
Transalta Corp 6 65% 5/15/18	600,000	693,574 00	689,622 00
General Mtrs Finl Co 6 75% 6/1/18	900,000	993,194 60	1,032,462 00
Prestige Auto Rec 2011-1 D 5 18% 7/15/18	534,000	557,664.53	555,686 27
Expedia Inc 7 456% 8/15/18	400,000	451,680 19	476,748 00
First Invs Auto Ser 2012-2A 3 04% 8/15/18	250,000	249,922 80	251,640 75
Petrohawk Energy Corp 7 25% 8/15/18	300,000	337,388 89	338,685 00
1st Financial CC 2010-C D 8.35% 9/15/18	500,000	522,744 38	502,844 00
Amer Cr Accep Recv 2012-3 B 2 28% 9/17/18	500,000	499,995 35	500,006 50
Credit Accept Auto 2010-1 B 3 63% 10/15/18	500,000	501,474 84	503,675 00

Security Name/Description	SHARES	Cost Basis	Market Value
Countrywide Alt Ser 2003-J1 CL 5 0% 10/25/18	2,500,000	217,176 99	221,351 31
Associates Corp North Amer 6 95% 11/1/18	500,000	553,378 51	602,300 00
Merrill Lynch & Co 6 875% 11/15/18	200,000	243,482 07	244,820 40
US West Cap Funding 6 5% 11/15/18	250,000	263,846 86	283,552 50
CE Generation LLC 7 416% 12/15/18	1,200,000	508,638 40	526,386 00
Continental Airln 2010-1 B 6% 1/12/19	500,000	427,298 35	453,924 52
Anheuser Busch 7 75% 1/15/19	2,000,000	2,443,075 02	2,671,220 00
Fedex Note 8% 1/15/19	200,000	244,451 51	263,400 00
Leaf II Rec Funding LLC 2010-4 CL C 5 0% 1/20/19	100,000	96,385 00	98,950 00
Leaf II Rec Funding LLC 2010-4 CL D 5 0% 1/20/19	125,000	117,197 50	115,962 50
Bk of Amer Auto Tr 2012-1 D 2.99% 3/15/19	400,000	409,197 50	408,475 60
Credit Accep Auto 2011-1 A 2 61% 3/15/19	635,000	636,330 94	645,911 21
Sierra Rec Ser 2007-1 CI A2 38975% 3/20/19	500,000	49,294 79	50,039 22
Residential Accredi Ser 2004-QS3 5 0% 3/25/19	1,875,000	226,897 80	233,235 30
Duke Energy Ohio 5 45% 4/1/19	500,000	564,261 51	602,530 00
Lyondellbasell Ind 5 0% 4/15/19	600,000	637,510 00	663,000 00
Ford Credit Auto Tr 2012-D 1 97% 5/15/19	400,000	399,856 80	399,441 20
Allstate Corp 7 45% 5/16/19	500,000	615,145 96	655,685 00
1st Financial CC Ser 2010-D 5 92% 6/15/19	500,000	528,388 91	512,020 50
Amencredit 2012-1 E 7 41% 7/8/19	176,000	175,955 07	191,088 13
Prestige Auto Rec 2012-1 C 3 25% 7/15/19	250,000	256,972 89	256,386 00
Wells Fargo Mtg Ser 2004-7 5 0% 7/25/19	1,750,000	175,550 61	176,959 83
Bank of America Note 4 75% 9/15/19	400,000	400,007 84	420,988 00
Sierra Rec Ser 2007-2 CL A-2 1 23975% 9/20/19	900,000	119,232 79	120,246 96
CIT Equipment 2012-VT-1 D 4 35% 10/21/19	500,000	499,886 65	502,482 50
Discover Bk Sub Nt 144A 8 7% 11/18/19	275,000	346,740 83	357,852 00
Sierra Receivables 2008-1 A-2 2/20/20	500,000	62,413 52	61,532 94
Residential Funding Ser 2005-S3 4 75% 3/25/20	3,905,000	466,076 55	481,787 61
Scana Corp 6 25% 4/1/20	1,500,000	1,728,696 63	1,778,085 00
Health Care 6 125% 4/15/20	200,000	218,707 87	234,240 00
Barclays Bank PLC 0% 4/16/20	250,000	248,812 50	257,912 75
Genworth Finl 7 7% 6/15/20	700,000	703,562 31	772,807 00
Atlas Air 1999-1 A-1 7 2% 7/2/20	1,425,000	487,298 78	482,464 13
ERP Operating Unsecured 4 75% 7/15/20	1,015,000	1,013,091 41	1,141,550 20
Morgan Stanley Mtn 4% 7/30/20	900,000	900,007 57	916,785 00
Expedia Inc 5 95% 8/15/20	300,000	330,011 87	333,780 00
Burlington North Santa Fe 3 6% 9/1/20	500,000	499,350 00	541,530 00
Borgwarner Inc Sr NT 4 625% 9/15/20	500,000	494,965 00	550,200 00
Manulife Finl Corp 4 9% 9/17/20	500,000	499,230 00	559,574 00
Windstream 7 75% 10/15/20	500,000	500,008 37	540,000 00
NCUA Guaranteed 2010-C1 A2 2 9% 10/29/20	250,000	249,365 20	266,491 50
Bank Amer Corp 4 8% 11/15/20	500,000	500,008 25	533,840 00
Albemarle Corp 4 5% 12/15/20	500,000	495,032 50	560,350 00
Cigna Corp 4 375% 12/5/20	250,000	249,145 00	276,085 00
Cardinal Health 4 625% 12/15/20	250,000	248,762 50	283,725 00
Continental Airlines 4 75% 1/12/21	750,000	709,216 88	778,386 82
Healthcare Realty Trust 5 75% 1/15/21	250,000	248,010 00	280,970 00
Union Pac Note 4% 2/1/21	250,000	257,134 79	280,262 50
US Airways 2001-1 7 076% 3/20/21	500,000	236,817 24	250,029 97
American West Airls 7 1% 4/2/21	500,000	275,725 52	278,043 64
Aetna Inc Note 4 125% 6/1/21	250,000	246,512 50	277,715 00
Lincoln National Corp 4 85% 6/24/21	275,000	293,155 82	308,533 50
Centre Point Funding 2012-2A 2 61% 8/20/21	500,000	494,797 50	499,531 25
Delta Air Lines 2012 1A 4 75% 5/7/20	575,000	591,988 75	615,250 00
FMR Corp 5 35% 11/15/21	5,000,000	5,006,164 10	5,763,100 00
Newfield Exploration 5 75% 1/30/22	500,000	499,790 00	550,000 00
Northwest Airlines 01-1 7 041% 4/1/22	854,000	427,527 45	447,572 09
Met Life Glob Funding 3 875% 4/11/22	500,000	499,475 00	543,780 00
United Air Lnes 6 636% 7/2/22	800,000	585,251 92	651,953 44
General Elec Cap 4 25% 9/15/22	425,000	422,885 00	434,962 00
Aircraft Certificate 2003-A1 D 6 455% 9/20/22	1,800,000	341,638 85	348,167 29
Aircraft Certificate 2003-1A E 7 001% 9/20/22	1,000,000	952,510 00	980,000 00
Morgan Stanley 0% 9/29/22 - zero coupon	1,500,000	1,500,010 00	1,541,925 00
Barclays Bank PLC 7 625% 11/21/22	400,000	400,010 00	399,500 00
Contl Airlines 01-1 A-1 12/15/22	500,000	261,059 12	259,854 41
BNSF RY CO Pass 4 83% 1/15/23	1,000,000	587,223 23	597,028 50
Northwest Airlines 2002-1 6 264% 5/20/23	500,000	319,735 41	340,317 18
Delta Air Lines Pass Thru 6 718% 7/2/24	1,000,000	448,787 15	475,446 57
General Electric Cap MTN 4 37% 9/15/24	600,000	600,008 77	614,280 00
United Dominion Realty 8, 5% 9/15/24	350,000	454,242 33	453,628 00
Silverleaf Finance 2012-D A 3% 3/17/25	250,000	230,976 77	231,008 98
Citigroup Inc 6 875% 6/1/25- - -	500,000	649,831 30	639,755 00
CVS Pass Thru 2003-2 5 789% 1/10/26	1,444,000	1,094,503 05	1,201,315 30
Entergy Louisiana 4 44% 1/15/26	500,000	499,490 00	549,065 00
BXG Receivables 2010-A 8 7 5% 3/2/26	300,000	177,333 07	199,519 13
Diamond Resorts Ser 2009-1 9 31% 3/20/26	1,000,000	291,428 47	287,764 07

Security Name/Description	SHARES	Cost Basis	Market Value
Travelers PPTY 7 75% 4/15/26	3,100,000	3,872,467 74	4,329,491 00
Sierra Rec Ser 2010-1A CL A1 4 48% 7/20/26	2,500,000	602,487 06	605,602 38
Westvaco Corp 7 65% 3/15/27	300,000	340,510 00	324,915 00
Burlington North Santa Fe 6 875% 12/1/27	750,000	905,015 03	963,247 50
Marriott Vacation Ser 2006-1A CL A 5 737% 4/20/28	1,865,000	197,009 05	191,998 33
Marriott Vacation Ser 2006-1A CL B 5 827% 4/20/28	1,000,000	152,953 49	148,322 25
Marriott Vacation 2006-1 D 6 502% 4/20/28	380,000	57,171 29	56,245 21
Reliance Cap Tr I GTD Cap-B 8 17% 5/1/28	500,000	516,433 79	512,255 00
Sierra Receivables Sr 2011-2A 8 35% 5/20/28	500,000	215,349 82	221,752 73
Amresco Res Ser 1998-3 6307% 9/25/28	2,000,000	201,153 62	189,948 23
Marriott Vacation Ser 2006-2 Cl A 5 362% 10/20/28	50,000	4,582 51	4,569 24
Marriott Vacation 2006-2A B 10/20/28	128,000	20,675 97	20,449 71
Sierra Receivables 2012-2A A 2 38% 3/20/29	250,000	193,904 69	206,877 35
Marriott Vacation Tr Ser 2007-1 5 518% 5/20/29	340,000	55,681 68	55,838 11
Marriott Vacation 2007-1 D 6 135% 5/20/29	1,150,000	256,857 93	256,144 04
Marriott Vacation 2008-1 A 7 198% 5/20/30	2,500,000	727,605 87	741,462 63
Morgan Stanley Ser 1998-WF2 6 34% 7/15/30	500,000	527,510 00	511,613 00
Saxon Asset 2002-1 6 263% 12/25/30	1,000,000	386,302 64	416,718 17
Lease Investment Flight Trust 7/15/31	500,000	272,566 83	285,978 19
Residential Asset 2004-KS2 A14 4 18% 12/25/31	585,000	102,118 14	113,193 95
Centex Home Equity 2002-A AF6 5 54% 1/25/32	175,000	40,211 00	44,415 50
General Electric Capital Corp MTN 6 75% 3/15/32	625,000	723,902 86	811,708 75
Mellon Res FDG-2002 Ser 2002-TBC2 64875% 8/15/32	2,625,000	232,530 92	248,478 62
Centex Hm Eq Ln 2002-C AF-6 4 5% 9/25/32	500,000	196,894 64	191,364 43
LB-UBS 2003-C8 A4 5 124% 11/15/32	335,000	363,583 87	342,578 71
Credit Based Asset 2003-WF1 A2 12/25/32	5,590,000	222,420 18	221,027 71
Res Asset Ser 2004-RZ1 CL 4 03% 1/25/33	675,000	141,592 56	141,774 23
Banc of America 2003-A 2A1 2/25/33	4,500,000	56,843 17	64,378 93
Chase Funding Ser 203-2 7955% 2/25/33	7,500,000	129,577 57	136,598 05
Residential Asset 2003-A1 CL A12 5 5% 2/25/33	175,000	174,463 13	176,055 43
Residential Asset 2003-KS2 3 99% 4/25/33	1,000,000	397,849 04	397,690 66
Chase Funding Mt Ser 2003-4 5 416% 5/25/33	300,000	256,970 14	281,834 67
GSR Mtg Loan Trust 2003-7F 5 25% 6/25/33	500,000	182,202 74	185,861 55
Countrywide Home 2003-34 5 25% 9/25/33	509,500	155,892 51	157,146 52
Chase Frndg Mtg Ln 2003-6 2A2 9/25/33	9,000,000	406,527 18	408,141 39
JP Morgan MTG Trust Ser 2003-A1 10/25/33	70,000	51,570 00	53,463 04
Residential Asset 2003-KS8 A16 4 83% 10/25/33	637,500	174,506 09	177,789 40
Structured Asset Ser 2003-30 2A2 10/25/33	585,000	104,940 76	103,962 62
Chase Funding Mt Ser 2004-1 3 985% 11/25/33	3,930,000	674,759 22	660,957 72
Res Asset Ser 2003-RS11 CL 4 828% 12/25/33	1,500,000	511,574 97	504,728 81
Ameriquest Mtg Ser 2003-13 5 094% 1/25/34	500,000	141,705 00	140,180 64
Countrywide Asset Ser 2003-5 4 804% 1/25/34	375,000	158,701 98	158,609 61
Countrywide Home 2003-58 4 532% 2/19/34	2,300,000	197,450 18	222,918 63
BA Mtg Secs Inc Ser 2004-2 CL 5 5% 3/25/34	1,120,000	602,427 98	601,400 93
Centex Home Eq Ser 2004-B CL AF6 4 186% 3/25/34	350,000	351,760 00	350,671 65
Resid Asset 2004-KS2 A16 4 3% 3/25/34	305,000	120,116 67	126,020 39
GMAC Comm Mtg 2001-C2 B 6 79% 4/15/34	145,000	45,097 14	45,072 27
Argent Secs 2004-W5 AV-2 4/25/34	1,130,000	261,872 21	275,128 08
CSFB HEQ 2003-8 M-1 4/25/34	700,000	319,016 84	350,524 97
Wells Fargo Home Ser 2004-2 5 0% 5/25/34	625,000	537,033 65	530,569 63
Wells Fargo Ser 2004-E 1 0388% 5/25/34	2,150,000	242,679 32	243,923 05
Countrywide Asset Ser 2004-3 3A4 8/25/34	12,500,000	318,798 77	338,252 97
Bear Stearns Asset B 2004-SD3 A-3 9/25/34	300,000	176,798 29	219,226 28
Structured Asset Ser 2004-8 A8 9/25/34	725,000	89,794 03	99,179 24
Critigroup 2004-OPT1 A2 10/25/34	6,200,000	213,934 33	236,358 16
First Franklin Mtg Ser 2004-FF8 M1 10/25/34	1,000,000	174,637 27	187,533 12
Argent Secs 2004-W11 M-1 11/25/34	300,000	189,919 25	206,627 71
Fremont Home Ln Ser 2004-D M1 11/25/34	850,000	427,299 74	426,761 84
Bear Stearns Asset 2004-HE10 M-1 12/25/34	520,000	159,490 64	160,854 12
Countrywide Asset 2004-SD4 A1 12/25/34	8,667,000	135,324 50	147,960 74
Morgan Stanley Ser 2005-WMC1 70070% 1/25/35	150,000	125,090 54	122,515 72
Banc of Amer 2005-A 2A2 2/25/35	550,000	139,905 19	155,248 10
Citicorp Mtg Secs 2005-1 1A12 5% 2/25/35	183,000	184,840 00	186,806 03
Bear Stearns Asset 2005-SD2 1A2 3/25/35	300,000	142,033 54	145,480 14
New Century Hm Eq Ser 2005-1 .7962% 3/25/35	4,125,000	94,943 24	97,883 19
RASC Trust 2005-KS12 4/25/35	725,000	64,945 10	65,987 74
Banc of America 2005-3 1A22 5% 6/25/35	1,250,000	71,879 32	69,108 67
Banc of America 2005-E 2A6 6/25/35	700,000	333,639 07	352,559 93
Centex Heq Ser 2005-C 5 048% 6/25/35	230,000	219,716 65	218,977 50
JP Morgan Mtg Ser 2005-A3 6A1 6/25/35	1,000,000	60,184 24	68,058 80
Ameriquest Mtg 2005-R6 M-1 8/25/35	400,000	320,010 00	376,695 60
Critigroup Mortgage 2005-WF2 AV3 8/25/35	400,000	52,754 51	57,884 44
HSI Asset Ser 2005-NC2 2A4 8/25/35	300,000	87,577 87	91,470 21
Renaissance HEQ 2005-2 AF-3 4 499% 8/25/35	3,095,000	309,770 98	321,243 48
Renaissance Home Eq 2005-2 4 934% 8/25/35	1,080,000	886,285 00	1,052,950 32
Residential Asset Ser 2005-AHL2 A-2 8/25/35	5,000,000	400,409 66	423,291 46

Security Name/Description	SHARES	Cost Basis	Market Value
Residential Asset Ser 2005-RZ3 A-2 9/25/35	1,500,000	129,190 24	130,141 15
Countrywide Asset Ser 2005-4 CL 4 456% 10/25/35	1,930,000	182,560 00	192,442 58
Option One Mtg Ser 2005-4 A3 11/25/35	175,000	24,964 13	26,886 08
Popular ABS 2005-5 AF6 5 331% 11/25/35	1,265,000	903,031 19	949,338 45
Residential Asset 2005-AHL3 A2 11/25/35	2,500,000	317,044 90	360,148 69
New Century Home 2005-C A2C 12/25/35	750,000	293,045 43	331,917 70
Wells Fargo Home Eq 2005-4 A13 6425% 12/25/35	1,500,000	853,296 07	911,605 98
Wells Fargo Mtg Ser 2005-14 5 50% 12/25/35	820,000	353,693 67	375,478 90
First NLC Trust 2005-4 A-3 2/25/36	375,000	142,487 16	173,527 95
LB-UBS CommI 2004-C2 A4 4 367% 3/15/36	95,000	96,927 81	98,378 77
Residential Asset 2006-KS2 45250% 3/25/36	545,000	93,555 53	96,757 98
Wells Fargo 2006-AR3 A1 3/25/36	1,010,000	195,538 81	197,916 65
CS First Boston Ser 2004-C2 3 819% 5/15/36	40,000	7,254 05	7,533 31
Greenwich Cap Ser 2004-GG1 5 317% 6/10/36	25,000	26,264 83	25,572 72
Centex HEQ 200 2006-A AV-3 6/25/36	200,000	85,650 42	104,195 62
JP Morgan MGT 2007-CH1 AF2 5 453% 11/25/36	780,000	78,359 29	78,269 31
Liberty Mutual Group 7% 3/15/37	365,000	328,510 00	362,718 75
JP Morgan 2007-CH3 A2 3/25/37	2,115,000	74,591.08	78,796 04
Option One Mortgage 2007-FXD2 2A2 5 52% 3/25/3	1,000,000	810,635 00	859,512 00
American Tower Ser 2007-1 CL 5 9568% 4/15/37	45,000	46,641 25	46,031 04
Mastr Asset Bkd 2007-HE1 A1 5 585% 5/25/37	2,500,000	110,028 80	112,393 65
Soundview Home 2007-OPT1 2A1 6/25/37	275,000	32,876 71	36,985 34
JP Morgan Chase Ser 2005-CB11 A4 5 335% 8/12/37	750,000	816,455 31	820,214 25
LB-UBS 2003-C8 5 237% 9/15/37	300,000	310,510 00	309,319 80
Morgan Stanley Dean 2002-IQ3 5 08% 9/15/37	115,000	14,881 02	14,308 50
President & Fellow Harvard Coll 6 3% 10/1/37	2,400,000	2,615,297 05	2,785,800 00
Bear Stearns 2006-T22 AJ 4/12/38	275,000	284,677 97	301,641 45
CS First Boston 2003-C3 A5 3 936% 5/15/38	925,000	556,586 23	534,688 67
Commerical Mtg Ser 2003-LBIA 4 084% 6/10/38	1,250,141	756,111 95	736,255 32
Morgan Stanley Cap 2004-IQ7 5 435% 6/15/38	773,000	777,491 06	770,883 72
GMAC CommI Mtg 2004-C2 5 301% 8/10/38	375,000	387,783 44	397,687 13
JP Morgan Chase Ser 2004-CB8 A1A 4 158% 1/12/39	2,000,000	1,319,332 99	1,316,521 03
Bear Stearns 2003-10 A2 4 74% 3/13/40	45,000	15,818 97	15,229 78
Georgia Power Co 4 75% 9/1/40	250,000	247,600 00	273,482 50
Morgan Stanley 2004-T15 A4 5 27% 6/13/41	132,000	140,218 75	139,443 22
Morgan Stanley Cap 2003-T11 5 15% 6/13/41	585,000	543,005 59	520,159 42
Trip Rail Master Fdg 2011-1 A-1A 4 37% 7/15/41	200,000	178,210 21	213,391 00
Morgan Stanley Cap 2007-T27 A4 5 803% 6/11/42	1,000,000	1,042,549 06	1,184,179 00
JP Morgan Chase 2005-LDP2 AM 4 780% 7/15/42	530,000	507,949 06	572,304 60
Wachovia BK 2005-C20 5 118% 7/15/42	400,000	434,510 00	439,154 00
JP Morgan Chase 2005-LDP3 4 959% 8/15/42	445,000	79,954 64	78,429 18
Sequoia Mtg 2012-4 A1 3 5% 9/25/42	200,000	202,219 54	204,331 58
Bear Stearns Ser 2005-T20 A4A 0% 10/12/42	680,000	746,310 00	754,440 96
Trinity Rail Lease 2012-1 A-1 1/15/43	500,000	500,010 00	497,525 50
JP Morgan Chase 2006-CB15 5 79% 6/12/43	32,000	22,083 82	22,366 27
Prudential Financial 5 625% 6/15/43	500,000	499,980 00	518,150 00
Pacific Bell 7 375% 7/15/43	400,000	436,688 29	417,000 00
Bear Stearns Asset 2005-SD1 1A3 8/25/43	340,000	176,598 81	189,672 38
CFCRE Commerical Ser 2011-C1 CL 3 7587% 4/15/44	500,000	507,509 60	540,958 00
American Home Mtg 2004-1 4A 4/25/44	3,000,000	258,590 65	289,857 50
Commerical Mort Pass 2005-C6 5 116% 6/10/44	185,000	200,619 38	204,153 05
JP Morgan Chase Ser 2005-LDP5 CL 5, 465% 12/15/4	300,000	301,510 00	324,189 90
Banc of America 2006-2 A4 5 929% 5/10/45	500,000	520,635 00	572,835 50
JP Morgan Chase 2006-LDP3 5 447% 5/15/45	625,000	639,072 50	649,368 75
WFBRS ComI Mtg Tr Ser 2012-C9 2 445% 11/15/45	150,000	153,750 55	154,384 80
WF-RBS Commercial 2012-C10 AS 3 241% 12/15/45	350,000	358,745 30	357,367 50
JP Morgan Chase Ser 2005-LDP1 A2 4 625% 3/15/46	1,000,000	182,408 44	181,348 05
JP Morgan Chase Ser 2005-LDP1 A3 4 865% 3/15/4	438,000	460,539 38	448,942 55
Bear Stearns 2007-2 A1 4525% 1/25/47	1,875,000	232,040 17	248,346 42
CW Capital Cobalt Ser 2007-C2 5 484% 4/15/47	375,000	401,025 63	434,730 75
Wachovia BK 2006-C29 5 308% 11/15/48	150,000	151,322 50	172,490 25
Banc of Amer Ser 2007-2 CL A2 5 634% 6/10/12	32,000	4,992 23	5,101 92
Citigroup Comm Ser 2007-C6 A3B 12/10/49	325,000	329,885 00	376,754 30
Morgan Stanley Ser 2006-T21 5 09% 10/12/52	300,000	5,782 39	5,720 17
Silverstone Master 2010-1A 1/21/55	1,000,000	1,000,010 00	1,008,709 00
Arkle Master Issuer 2010-2A 1A1 5/17/60	210,000	210,325 00	211,578 78
Lincoln Natl Corp 7% 5/17/66	425,000	398,978 75	434,562 50
Fifth Third Cap 6 5% 4/1/67	750,000	749,707 41	727,500 00
Regions Fing Tr II Enchd 6 625% 5/1/77	400,000	380,010 00	398,000 00
Capital One Cap IV Secs 6 745% 2/5/82	725,000	730,583 57	725,000 00
Total Corporate Bonds		162,291,123.61	169,764,881 47

**THE FLATLEY FOUNDATION**

**OTHER ASSETS**

**12/31/12**

**STATEMENT 12A**

Security Name/Description	SHARES	Cost Basis	Market Value
Energy Trans Part LP	3,015	91,541.05	129,433.95
Energy Trans Eq LP	2,878	118,918.12	130,891.44
Enterprise Products	1,900	97,710.05	95,152.00
Kinder Morgan Energy LP	870	61,485.71	69,417.30
Plains All American Pipeline LP	2,932	121,298.09	132,643.68
Citigroup Inc Wt Exp 1/4/19	45,092	15,136.04	19,028.82
Ford Mtr Co Del Wt Exp 1/1/13	11,825	41,417.04	40,441.50
Wells Fargo Wt Exp 10/28/18	985	10,547.50	9,850.00
Powershares US\$	68,600	1,558,658.94	1,496,166.00
Golar LNG Partners	6,570	273,906.34	234,053.85
Fort Mtr Wt 1/1/13	1,195	4,037.61	4,086.90
Fidelity New Markets Income	72,920	1,175,159.12	1,297,976.85
Fidelity Capital & Income	251,365	2,239,027.60	2,387,968.00
Fidelity Focused High Income	218,216	2,020,916.13	2,049,046.06
Fidelity Total Bond	3,555	38,888.92	38,930.57
Fidelity Strategic Income	290,037	3,161,029.85	3,297,723.95
I Shares I Boxx \$ Inv	55,000	6,098,277.51	6,654,450.00
Power Shares Exc Tr	20,000	532,525.17	604,800.00
Spdr Ser Tr Bar Cap High Yield	20,000	780,806.33	814,200.00
Senior HSG Pptys	10,000	250,010.00	246,100.00
Vanguard BD Index	37,000	3,047,488.24	3,109,110.00
Fidelity Inv New Markets Inc	65,521	1,066,408.50	1,166,280.44
Fidelity Capital & Income Fund	233,961	2,116,680.09	2,222,629.37
Fidelity Focus High Income	519,710	4,770,297.84	4,880,079.05
Fidelity Total Bond	259,423	2,859,112.37	2,840,683.53
Fidelity Strategic Income	340,633	3,759,972.49	3,872,998.07
Fidelity Select Gold	338,976	11,496,122.44	12,535,337.32
Alliance Resrc Ptnrs LP	2,815	158,942.99	163,434.40
Buckeye Partners LP	3,225	154,325.97	146,447.25
El Paso Pipeline Partner LP	4,020	138,135.44	148,619.40
Enbridge Energy Partners LP	5,550	154,079.58	154,845.00
Energy Transfer Equity LP	3,245	131,097.76	147,582.60
Enterprise Prdts Prtn LP	3,105	148,961.60	155,498.40
Kinder Morgan Partners LP	1,920	143,283.50	153,196.80
Magellan Midstream Partners LP	3,610	136,681.37	155,915.90
Natural Resource Ptnrs LP	8,895	172,276.19	164,913.30
PVR Ptnrs LP (Penn VA Resrcs)	6,625	150,195.61	172,117.50
Plains All Amern Pip LP	3,380	141,336.85	152,911.20
Sunoco Logistics LP	3,100	129,563.88	154,163.00
Targa Resources Partners LP	4,380	157,272.16	163,724.40
Williams Partners LP	3,305	156,745.89	160,821.30
Lonestar		7,577,288.72	8,474,804.72
Clough Offshore Hedge Fund		25,000,000.00	25,187,542.53
<b>Total Other Assets</b>		<b>82,457,566.60</b>	<b>86,236,016.35</b>

The Flatley Foundation  
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2012

04-2763837

Part I, Line 25 Grants and Contributions Paid During the Year

Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2012 Amount
Aceing Autism Inc Newton, MA	None/Public Charity	Unrestricted	Health	10,000
Aceing Autism Inc Los Angeles, CA	None/Public Charity	Unrestricted	Health	57,000
ALS Association, MA/NH Watertown, MA	None/Public Charity	Unrestricted	Public Benefit	2,000
ALS Family Charitable Foundation Inc Buzzards Bay, MA	None/Public Charity	Medical Research	Public Benefit	10,000
American Ireland Fund Boston, MA	None/Public Charity	Unrestricted	Public Benefit	25,000
American's United for Life Chicago, IL	None/Public Charity	Unrestricted	Public Benefit	7,500
Americares Inc Stamford, CT	None/Public Charity	El Salvador Clinic	Humanitarian	500,000
Americares, Inc Stamford, CT	None/Public Charity	Hurricane Sandy Relief	Humanitarian	200,000
Arc of the South Shore North Weymouth, MA	None/Public Charity	Unrestricted	Human Services	15,000
Archdiocese of Boston Braintree, MA	None/Public Charity	Regina Cleri Retirement Fund	Human Services	500,000
Archdiocese of Boston Braintree, MA	None/Public Charity	Unrestricted	Religious	5,000
Bay Cove Human Services, Inc Boston, MA	None/Public Charity	Unrestricted	Human Services	10,000
Bethany Health Care Center Framingham, MA	None/Public Charity	Unrestricted	Religious	100,000
Bishop's Charitable Assistance Fund Manchester, NH	None/Public Charity	Unrestricted	Public Benefit	10,000
Blessed John XXIII National Seminary, Inc Weston, MA	None/Public Charity	Unrestricted	Religious	50,000
Boston College Newton, MA	None/Public Charity	Unrestricted	Education	98,800
Boston College Newton, MA	None/Public Charity	Urban Catholic Teachers Corp	Education	50,000
Boston Globe Santa Boston, MA	None/Public Charity	Unrestricted	Public Benefit	10,000
Boston Health Care for the Homeless Program Inc Boston, MA	None/Public Charity	Unrestricted	Human Services	20,000
Boston Ronald McDonald House Inc Brookline, MA	None/Public Charity	Unrestricted	Health	1,200

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Part I, Line 25 Grants and Contributions Paid During the Year

Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2012 Amount
Boys & Girls Clubs of Boston Inc Boston, MA	None/Public Charity	Unrestricted	Human Services	20,000
Bridge Over Troubled Waters Boston, MA	None/Public Charity	Unrestricted	Human Services	15,000
Cape Cod Healthcare Foundation Hyannis, MA	None/Public Charity	Unrestricted	Health	50,000
Care, USA Cambridge, MA	None/Public Charity	Bridge to the Future	Humanitarian	160,260
Carroll Center for the Blind, Inc Newton, MA	None/Public Charity	Unrestricted	Human Services	20,000
Cathedral High School Boston, MA	None/Public Charity	Scholarship Fund	Education	50,000
Catholic Charities Boston, MA	None/Public Charity	Unrestricted	Human Services	75,000
CatholicTV Watertown, MA	None/Public Charity	Unrestricted	Religious	5,000
Catholic Memorial School West Roxbury, MA	None/Public Charity	Scholarship Fund	Education	30,000
Catholic Schools Foundation, Inc Boston, MA	None/Public Charity	Inner City Scholarship Fund	Education	200,000
Catholic Social Servicesx Fall River, MA	None/Public Charity	New Homeless Shelter	Human Services	25,000
Cell Phone for Soldiers, Inc Norwell, MA	None/Public Charity	Unrestricted	Human Services	5,000
Chernobyl Childrens Project USA Inc Dedham, MA	None/Public Charity	Unrestricted	Humanitarian	10,000
Christmas in the City Hingham, MA	None/Public Charity	Unrestricted	Public Benefit	20,000
Compassionate Care ALS West Falmouth, MA	None/Public Charity	Unrestricted	Health	20,500
Cops for Kids with Cancer Inc Braintree, MA	None/Public Charity	Unrestricted	Public Benefit	10,000
Crudem Foundation Ludlow, MA	None/Public Charity	Unrestricted	Humanitarian	10,000
Cystic Fibrosis Foundation Bethesda, MD	None/Public Charity	Unrestricted	Health	1,000,000
Cystic Fibrosis Lifestyle Burlington, VT	None/Public Charity	Unrestricted	Health	25,000
Daughters of Saint Paul Dedham, MA	None/Public Charity	Unrestricted	Religion	10,000

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Part I, Line 25 Grants and Contributions Paid During the Year

Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2012 Amount
Daybreak Pregnancy Resource Center Boston, MA	None/Public Charity	Unrestricted	Public Benefit	20,000
Dove Inc Quincy, MA	None/Public Charity	Unrestricted	Human Services	3,500
Elizabeth Seton Academy Dorchester, MA	None/Public Charity	Scholarships	Education	25,000
Elon University Elon, NC	None/Public Charity	Catholic Campus Ministry	Religion	30,000
Emmaus Inc Ellsworth, ME	None/Public Charity	Unrestricted	Human Services	25,000
Emmaus Inc Haverhill, MA	None/Public Charity	Unrestricted	Human Services	5,000
Eternal World Television Network Religious Catalogue Birmingham, AL	None/Public Charity	Unrestricted	Religious	5,000
Family Services Association of Greater Boston Jamaica Plain, MA	None/Public Charity	Unrestricted	Human Services	1,500
Father Bills & Mainspring Inc Quincy, MA	None/Public Charity	Unrestricted	Human Services	25,000
First Concern Pregnancy Resource Center Inc Clinton, MA	None/Public Charity	Unrestricted	Human Services	10,000
Franciscan Hospital for Children Boston, MA	None/Public Charity	Unrestricted	Health	10,000
Friends of the Homeless, Inc Springfield, MA	None/Public Charity	Unrestricted	Human Services	10,000
Friends of the Orphans Chicago, IL	None/Public Charity	Unrestricted	Human Services	1,000,000
Friends of the Unborn Inc Quincy, MA	None/Public Charity	Unrestricted	Human Services	50,000
GOAL USA New York, NY	None/Public Charity	Ugandan Housing Program	Humanitarian	100,000
Good Shepherd's Maria Droste Services Quincy, MA	None/Public Charity	Unrestricted	Public Benefit	15,000
Guiding Eyes for the Blind Yorktown Heights, NY	None/Public Charity	Unrestricted	Public Benefit	10,000
Heartbeat International Inc Columbus, OH	None/Public Charity	Unrestricted	Human Services	20,000
Holy Family School Rockland, MA	None/Public Charity	Unrestricted	Education	1,000
Homes for Our Troops Inc Taunton, MA	None/Public Charity	Unrestricted	Human Services	10,000

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Part I, Line 25 Grants and Contributions Paid During the Year

Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2012 Amount
House of Possibilities N Easton, MA 02356	None/Public Charity	Unrestricted	Human Services	50,000
Irish Pastoral Centre Quincy, MA	None/Public Charity	Unrestricted	Human Services	10,000
Jett Foundation Inc Pembroke, MA	None/Public Charity	Unrestricted	Health	65,000
Laboure College Dorchester, MA	None/Public Charity	Scholarship Fund	Education	30,000
Lost Tree Village Charitable Foundation Inc No Palm Beach, FL	None/Public Charity	Unrestricted	Public Benefit	10,000
Massachusetts General Hospital Boston, MA	None/Public Charity	Cystic Fibrosis Research	Health	25,000
Massachusetts Hospital School Canton, MA	None/Public Charity	Pavilion Project	Public Benefit	250,000
Massachusetts Society for the Prevention of Cruelty to Animals Boston, MA	None/Public Charity	Unrestricted	Public Benefit	15,000
Milton Police Association Milton, MA	None/Public Charity	Unrestricted	Public Benefit	1,000
Missionary Sisters of the Holy Rosary Bryn Mawr, PA	None/Public Charity	Unrestricted	Religious	25,000
Mount Saint Mary's Abbey Wrentham, MA	None/Public Charity	Unrestricted	Religious	5,000
My Brother's Keeper North Easton, MA	None/Public Charity	Unrestricted	Human Services	155,000
National Right to Life Committee Educational Trust Fd Washington, DC	None/Public Charity	Unrestricted	Public Benefit	2,500
Nativity Preparatory School Jamaica Plain, MA	None/Public Charity	Unrestricted	Public Benefit	15,000
Nurturing Network White Salmon, WA	None/Public Charity	Unrestricted	Human Services	5,000
Oblates of the Virgin Mary Boston, MA	None/Public Charity	Unrestricted	Religious	100,000
American Assoc of the Sovereign Military Order of Malta New York, NY	None/Public Charity	Unrestricted	Religious	446
Pan Massachusetts Challenge Needham, MA	None/Public Charity	Unrestricted	Public Benefit	60,000
Papal Foundation - Mother Teresa Fund Bala Cynwyd, PA	None/Public Charity	Unrestricted	Humanitarian	10,000,000

The Flatley Foundation  
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Part I, Line 25 Grants and Contributions Paid During the Year

Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2012 Amount
Patriot Ledger Lend a Hand Foundation Quincy, MA	None/Public Charity	Unrestricted	Public Benefit	15,000
Por Cristo inc Boston, MA	None/Public Charity	Unrestricted	Humanitarian	5,000
Quincy Community Action Programs Inc Quincy, MA	None/Public Charity	Unrestricted	Human Services	5,000
Rodman Ride for Kids Foxboro, MA	None/Public Charity	Unrestricted	Public Benefit	5,000
Rosie's Place Boston, MA	None/Public Charity	Unrestricted	Public Benefit	20,000
St Anselm College Manchester, NH	None/Public Charity	Scholarship Fund	Education	25,000
St Bernadette Church Northboro, MA	None/Public Charity	Unrestricted	Religious	35,000
St Brendan's Church Bellingham, MA	None/Public Charity	Unrestricted	Religious	8,600
St Francis House, Inc Boston, MA	None/Public Charity	Unrestricted	Human Services	5,000
Saint Louis School Lowell, MA	None/Public Charity	Unrestricted	Religion	150,000
St Mary's Education Fund Diocese of Fall River Fall River, MA	None/Public Charity	Scholarship Fund	Education	50,000
St Mary's Women and Children's Center, Inc Dorchester, MA	None/Public Charity	Unrestricted	Human Services	15,000
St Paul's Parish Cambridge, MA	None/Public Charity	Unrestricted	Religion	3,000
Ski for Light Inc Minneapolis, MN	None/Public Charity	Unrestricted	Human Services	5,000
Society of Saint Vincent de Paul Stoughton, MA	None/Public Charity	Unrestricted	Human Services	55,000
Stonehill College Easton, MA	None/Public Charity	Scholarship Fund	Education	50,000
Stonehill College Easton, MA	None/Public Charity	H O P E Program	Education	88,000
Teen Challenge New England, Inc Brockton, MA	None/Public Charity	Unrestricted	Religious	155,500
Teen Challenge New England, Inc Brockton, MA	None/Public Charity	Unrestricted	Human Services	150,000
Tenacity, Inc Boston, MA	None/Public Charity	Unrestricted	Public Benefit	10,000

The Flatley Foundation  
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Part I, Line 25 Grants and Contributions Paid During the Year

Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2012 Amount
Wellesley ABC Program Inc Wellesley, MA	None/Public Charity	Unrestricted	Human Services	2,000
Women of Means Boston, MA	None/Public Charity	Unrestricted	Human Services	25,000
TOTAL				\$ <u>16,524,306</u>

## 2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE FURNITURE	010109SL		7.00	16	11996.			11996.	5142.		1714.
2	PHONES	010109SL		7.00	16	1139.			1139.	489.		163.
3	HP COMPUTER	010109SL		5.00	16	4692.			4692.	2814.		938.
4	LAB EQUIPMENT	122109SL		5.00	16	185000.			185000.	74000.		37000.
5	LAB EQUIPMENT	063010SL		5.00	16	334123.			334123.	66825.		66825.
6	LAB EQUIPMENT	123110SL		5.00	16	28900.			28900.	5780.		5780.
7	LAB EQUIPMENT	063011SL		5.00	16	453092.			453092.	45309.		90618.
* TOTAL 990-PF PG 1						1018942.		0.	1018942.	200359.	0.	203038.
DEPR												

228102  
05-01-12

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If 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  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.  <b>THE FLATLEY FOUNDATION</b>	Employer identification number (EIN) or  <b>04-2763837</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>35 BRAINTREE HILL OFFICE PARK, NO. 400</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BRAINTREE, MA 02184-8754</b>	

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

**04**

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

**THE FLATLEY FOUNDATION - THE FLATLEY COMPANY, BRAINTREE,**

- The books are in the care of ► **MA - BRAINTREE, MA 02184-8754**

Telephone No. ► **781-849-5100**

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

<b>3a</b> 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.	<b>3a</b>	\$	<b>528930.</b>
<b>b</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.	<b>3b</b>	\$	<b>641010.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0.</b>

**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)