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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation The Hanover Insurance Group Foundation, Inc.		A Employer identification number 04-3105650
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
440 Lincoln Street		
City or town, state, and ZIP code Worcester, MA 01653		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,304,906	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)		2,700,000			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		28	28		
4 Dividends and interest from securities		99,955	99,955		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
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) (attach schedule)					
11 Other income (attach schedule)		5,453			
12 Total. Add lines 1 through 11		2,805,436	99,983		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		42,484			42,484
24 Total operating and administrative expenses. Add lines 13 through 23		42,484			42,484
25 Contributions, gifts, grants paid		1,371,965			1,371,965
26 Total expenses and disbursements. Add lines 24 and 25		1,414,449			1,414,449
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		1,390,987			
b Net investment income (if negative, enter -0-)			99,983		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	64,340	80,370	80,370
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ 700,000 Less allowance for doubtful accounts ▶	30,000	1,700,000	1,700,000
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	3,521,421	3,524,536	3,524,536
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,615,761	5,304,906	5,304,906	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,615,761	5,304,906	
	30 Total net assets or fund balances (see instructions)	3,615,761	5,304,906	
	31 Total liabilities and net assets/fund balances (see instructions)			

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	3,615,761
2 Enter amount from Part I, line 27a	2	1,390,987
3 Other increases not included in line 2 (itemize) ▶	3	298,158
4 Add lines 1, 2, and 3	4	5,304,906
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,304,906

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see 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	2,544,967	5,040,185	0.5049
2010	3,125,308	6,136,711	0.5093
2009	1,259,783	5,427,494	0.2321
2008	1,238,017	6,586,003	0.1880
2007	3,060,941	8,195,136	0.3735

2 Total of line 1, column (d)	2	1.8078
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.3616
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,393,429
5 Multiply line 4 by line 3	5	1,588,664
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,000
7 Add lines 5 and 6	7	1,589,664
8 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	1,414,449

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,000
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	2,000
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,000
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,820	
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	1,820	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	180	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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 ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
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
4 a 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?		X
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Jennifer Luisa	Telephone no ▶	508-855-2524	
	Located at ▶ 440 Lincoln St Worcester MA	ZIP+4 ▶	01653	
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			
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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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)? ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 2				

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,522,979
b	Average of monthly cash balances	1b	72,355
c	Fair market value of all other assets (see instructions)	1c	865,000
d	Total (add lines 1a, b, and c)	1d	4,460,334
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,460,334
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,905
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,393,429
6	Minimum investment return. Enter 5% of line 5	6	219,671

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	219,671
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,000
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,000
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	217,671
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	217,671
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	217,671

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,414,449
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,414,449
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,414,449

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				217,671
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 2,659,236				
b From 2008 910,352				
c From 2009 991,424				
d From 2010 2,821,674				
e From 2011 2,294,509				
f Total of lines 3a through e	9,677,195			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,414,449				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				217,671
e Remaining amount distributed out of corpus . .	1,196,778			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,873,973			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	2,659,236			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,214,737			
10 Analysis of line 9				
a Excess from 2008 910,352				
b Excess from 2009 991,424				
c Excess from 2010 2,821,674				
d Excess from 2011 2,294,509				
e Excess from 2012 1,196,778				

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

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

Jennifer F Luisa, President 440 Lincoln St Worcester MA 01653 508-855-2524

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

No formal policy has been instituted at this time

c Any submission deadlines

No formal policy has been instituted at this time

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

No formal policy has been instituted at this time

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Statement 3				1,371,965
Total			3a	1,371,965
b Approved for future payment				
Total			3b	

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	28	
4	Dividends and interest from securities			14	99,955	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				99,983	
13	Total. Add line 12, columns (b), (d), and (e)					99,983

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

- | | | | | |
|--|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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

**Sign
Here**

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

Signature of officer or trustee

4/22/13
Date

► President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's address ►

Firm's FIN ►

Phone no

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

The Hanover Insurance Group Foundation, Inc.

04-3105650

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

The Hanover Insurance Group Foundation, Inc.

Employer identification number

04-3105650

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	The Hanover Insurance Group Inc 440 Lincoln St Worcester MA 01653	\$ 500,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	The Hanover Insurance Company 440 Lincoln St Worcester MA 01653	\$ 500,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Citizens Management Inc 645 West Grand River Ave Howell MI 48843	\$ 1,700,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

The Hanover Insurance Group Foundation, Inc.

04-3105650

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(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 Hanover Insurance Group Foundation, Inc.	04-3105650

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. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

The Hanover Insurance Group Foundation, Inc.
04-3105650
Schedule Attached to and Made Part of Form 990-PF

Part I - Analysis of Revenue and Expenses

Line 11 - Other Income

Voided checks	5,453
	<u>\$ 5,453</u>

Line 23 - Other Expenses

Filing Fees	265
Operating costs	41,987
Banking Fees	231
	<u>\$ 42,484</u>

Part II - Balance Sheets

Line 7 - Other Notes Receivable

	<u>2011</u>	<u>2012</u>
CMI Contingent Income Receivable		1,700,000
Note receivable from WCPA	30,000	
	<u>\$ 30,000</u>	<u>\$ 1,700,000</u>

Line 10b - Investments

Vanguard Accounts	3,521,421	3,524,536
	<u>\$ 3,521,421</u>	<u>\$ 3,524,536</u>

Part III - Analysis of Changes in Net Assets or Fund Balances

Line 3 - Increases

Increase/(Decrease) in Market Value - Vanguard Accts	298,158
Total Increase/(Decrease) in Market Value	<u>\$ 298,158</u>

The Hanover Insurance Group Foundation, Inc.
04-3105650
Schedule Attached to and Made Part of Form 990-PF

Part VIII, Line 1:

Information about Officers, Directors, Foundation Managers, and their Compensation:

(a)	(b)	(c)	(d)	(e)
Names and Addresses	Title, and Average Hours/Week Devoted	Compensation	Contributions to Employee Benefit Plans	Expense Accounts, Other Allowances
Jennifer F. Luisa 440 Lincoln Street Worcester, MA 01653	President & Director One Hour per Week	None	None	None
Frederick H. Eppinger 440 Lincoln Street Worcester, MA 01653	Director One Hour per Week	None	None	None
Maribeth N. Bearfield 440 Lincoln Street Worcester, MA 01653	Director One Hour per Week	None	None	None
Celeste J. Nelson 440 Lincoln Street Worcester, MA 01653	Treasurer 1/2 Hour/ Week	None	None	None
Martin D. Kelly 440 Lincoln Street Worcester, MA 01653	Assistant Treasurer 1/2 Hour/ Week	None	None	None
Edward P. Krause 440 Lincoln Street Worcester, MA 01653	Assistant Treasurer 1/2 Hour/Week	None	None	None
Jennifer A. Wilson 440 Lincoln Street Worcester, MA 01653	Assistant Treasurer 1/2 Hour/Week	None	None	None
Ann K. Tripp 440 Lincoln St Worcester, MA 01653	Investment Officer 1/2 Hour/ Week	None	None	None
Charles F. Cronin 440 Lincoln Street Worcester, MA 01653	Clerk 1/2 Hour/Week	None	None	None

Part XV Supplementary Information

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

Recipient	Street Address	City	State	Zip	Foundation Status of Recipient	Purpose	Amount
Ace Bailey's Children's Foundation	135 Langdon Street	Providence	RI	02904	VIP - Kevin Bligh	Paid to a 501(C)(3) organization	500
African Food and Peace Foundation	1060 Lowell Road	Concord	MA	01742	Matching Gift - Neal Finnegan	Paid to a 501(C)(3) organization	250
Alzheimer's Association	311 Arsenal Street	Watertown	MA	02472	Matching Gift - Bryan Allen	Paid to a 501(C)(3) organization	1,000
American Scores Boston	29 Germania Street	Jamaica Plain	MA	02130	VIP - Margaret Goldman	Paid to a 501(C)(3) organization	500
American Cancer Society	250 Williams Street, Suite 400	Atlanta	GA	30303	VIP - Stephanie Rego	Paid to a 501(C)(3) organization	500
American Cancer Society	Attn: Theresa Hurley Relay for Life of Brighton 20450 Civic Center Drive	Southfield	MI	48076	Relay for Life	Paid to a 501(C)(3) organization	1,000
American Diabetes Association	Step Out Central MA, 10 Speen Street, 2nd floor	Frammingham	MA	01701	Step Out Walk To Stop Diabetes	Paid to a 501(C)(3) organization	2,500
American Diabetes Association	315 Alberta Drive Suite 102	Amherst	NY	14228	VIP - Randai Budzio	Paid to a 501(C)(3) organization	500
American Diabetes Association	Matching Gift Dept. 1701 N. Beauregard Street	Alexandria	VA	22311	Matching Gift - David Galliano	Paid to a 501(C)(3) organization	5,000
American Foundation for Suicide Prevention	Greater San Francisco Bay Area Chapter 3000 F Danville Blvd #278	Alamo	CA	94507	VIP - Sandra Burke	Paid to a 501(C)(3) organization	500
American Heart Association	Founder Affiliate 20 Speen Street	Frammingham	MA	01701	American Heart Ball	Paid to a 501(C)(3) organization	13,000
American Red Cross	200 Century Drive	Worcester	MA	01606	Disaster Relief	Paid to a 501(C)(3) organization	25,000
American Red Cross	2000 Century Drive	Worcester	MA	01606	Annual Heroes Breakfast	Paid to a 501(C)(3) organization	2,000
Angel Fund, Inc	649 Main Street	Wakefield	MA	01880	Matching Gift - Michael Kearne	Paid to a 501(C)(3) organization	1,500
Animal Shelter Inc of Sterling	Attn: Melissa Snitzer, 17 Laurelwood Road	Sterling	MA	01880	VIP - Justine Poirier	Paid to a 501(C)(3) organization	500
Anse Detroit	5555 Conner Avenue Suite 1233	Detroit	MI	48213	UWM - Paul Mueller	Paid to a 501(C)(3) organization	1,768
Art With A Heart	Attn: Randi Alper Pupkin 3355 Kewswick Road, Stable Bldg Unit 104	Baltimore	MD	21211	UWM - Joanne Brooks	Paid to a 501(C)(3) organization	1,300
Assisi Animal Clinics of Virginia Inc	415 Campbell Avenue	Ronoke	VA	24016	VIP - Robert Wersig	Paid to a 501(C)(3) organization	500
Assumption College	500 Salisbury Street	Worcester	MA	01609	Matching Gift - Stephen Walsh	Paid to a 501(C)(3) organization	150
Assumption College	500 Salisbury Street	Worcester	MA	01609	Matching Gift - Will Blouw Jr	Paid to a 501(C)(3) organization	500
Avon Foundation For Women	P O Box 742509	Cincinnati	OH	01609	UWM - Tammy Hesserberger (walker)	Paid to a 501(C)(3) organization	1,261
Avon Products Foundation Inc	Avon Plaza	Rye	NY	10580	UWM - Richard Lavey	Paid to a 501(C)(3) organization	75
Bancroft School	110 Shore Drive	Worcester	MA	01605	Matching Gift - Donna Wallace	Paid to a 501(C)(3) organization	500
Bancroft School	110 Shore Drive	Worcester	MA	01605	Matching Gift - Peter Wallace	Paid to a 501(C)(3) organization	500
Bancroft School	110 Shore Drive	Worcester	MA	01605	Matching Gift - Richard Sugarman	Paid to a 501(C)(3) organization	250
Bancroft School	110 Shore Drive	Worcester	MA	01605	UWM - 2011 Field EE Match	Paid to a 501(C)(3) organization	100
Barry County United Way	Attn: Bill & Carol Walsh, 9 Branney Road	Milbury	MA	01527	Benefit for William N. Lucey	Paid to a 501(C)(3) organization	500
Bash 4 Bill	2 Andrews Road	Lewiston	ME	04240	Matching Gift - Kallie Thibodeau	Paid to a 501(C)(3) organization	500
Bates College	P O Box 1405	Eustis	FL	32727	VIP - Bernie Valter	Paid to a 501(C)(3) organization	500
Bay Street Players Inc	P O Box 172	Milbury	MA	01527	UWM - Robyn Quimet	Paid to a 501(C)(3) organization	1,651
Beacon of Hope Cancer Care Foundation	P O Box 172	Milbury	MA	01527	VIP - Army Scannamoo	Paid to a 501(C)(3) organization	500
Beacon of Hope Cancer Care Foundation	60 Clayton Street	Dorchester	MA	02122	Matching Gift - Richard Lavey	Paid to a 501(C)(3) organization	250
BELL	Attn: Danielle Belle Children's Ministry 1307 N. Rutherford Blvd	Murresboro	TN	37130	Community Hero - Glenda Hawkins Pipkin	Paid to a 501(C)(3) organization	250
Belle Air Baptist Church	350 Prospect Street	Belmont	MA	02478	Matching Gift - Charles Hamann	Paid to a 501(C)(3) organization	250
Belmont Hill School	175 Forest Street, Lewis 302	Howell	MI	48843	Lunch Buddies & Community Program	Paid to a 501(C)(3) organization	500
Beniley University	Shan Davis Schoech 915 N. Michigan Avenue	Walham	MA	01608	Matching Gift - Allison Foster	Paid to a 501(C)(3) organization	10,000
Big Brothers Big Sisters	484 Main Street Suite 360	Worcester	MA	02467	Worcester Charter Magnet Program	Paid to a 501(C)(3) organization	5,000
Big Brothers Big Sisters of Central Mass	Office of University Advancement, 140 Commonwealth Avenue	Boston	MA	02467	Matching Gift - John Horn	Paid to a 501(C)(3) organization	5,000
Boston College	40 Southbridge Street, Suite 500	Chestnut Hill	MA	01608	Matching Gift - Robert Murray	Paid to a 501(C)(3) organization	5,000
BottomLine	c/o Scoutmaster Bob Panseur, 8 Mount Pleasant Place	Worcester	MA	01535	College Access & Success Programs	Paid to a 501(C)(3) organization	10,000
Boy Scouts Troop 257	365 Lindell Avenue	North Brookfield	MA	01535	VIP - Pete Dupel	Paid to a 501(C)(3) organization	500
Boys & Girls Club of North Central MA	3 Geremonty Drive	Leominster	MA	01453	UWM - Scott Hyney	Paid to a 501(C)(3) organization	800
Boys & Girls Club of Salem	3 Geremonty Drive	Salem	MA	03079	Matching Gift - Michael Clifton	Paid to a 501(C)(3) organization	250
Boys & Girls Club of Salem	65 Tanner Street	Salem	NH	03079	VIP - Michael Clifton	Paid to a 501(C)(3) organization	500
Boys & Girls Club of Worcester	850 Spencer Road	Worcester	MA	03110	Power Hour Plus	Paid to a 501(C)(3) organization	10,000
Brighton Center for Performing Arts	7878 Brighton Road	Brighton	MI	48116	Program Series	Paid to a 501(C)(3) organization	4,700
Brighton High School	7878 Brighton Road	Brighton	MI	48116	UW Day of Giving Challenge	Paid to a 501(C)(3) organization	1,000
Brighton High School	Box 1877	Providence	RI	02912	UW Day of Giving Challenge - Soccer Team	Paid to a 501(C)(3) organization	500
Brown University	25 Nottingham Court	Buffalo	NY	14216	Matching Gift - James Amarel	Paid to a 501(C)(3) organization	50
Buffalo & Erie County Historical Society	179 Burncoat Street	Worcester	MA	01606	Matching Gift - Gregory Tranter	Paid to a 501(C)(3) organization	1,000
Burncoat Senior High School	101 Water Street	Bedford	NH	03110	Patron Scholarships	Paid to a 501(C)(3) organization	1,000
Camp Allen	56 Camp Allen Road	Worcester	MA	01604	VIP - Gary Hamer	Paid to a 501(C)(3) organization	500
Canal District Alliance	10 Hammond Street	Worcester	MA	01604	Canal Fest Festival	Paid to a 501(C)(3) organization	2,500
Catholic Charities	450 Highland Avenue, P O Box 1470	Worcester	MA	01610	Bishop's Holiday Dinner	Paid to a 501(C)(3) organization	1,000
Catholic Charities	10 Hammond Street	Fall River	MA	02722	UWM - John Sullivan	Paid to a 501(C)(3) organization	1,500
Catholic Charities	7-11 Bellevue Street	Worcester	MA	01609	UWM - John Sullivan	Paid to a 501(C)(3) organization	580
Central Massachusetts Housing Alliance	1027 East Genesee Street	Worcester	MA	01609	Annual Walk for Homeless and YAH Prog Suppo	Paid to a 501(C)(3) organization	20,000
Central New York Ronald McDonald House	11 Sycamore Street	Syracuse	NY	01608	VIP - Colleen Fancher	Paid to a 501(C)(3) organization	500
Cheverus High School	2870 Ocean Avenue	Portland	ME	04103	Lain American Festival	Paid to a 501(C)(3) organization	2,500
Children's Aie Society	105 East 22nd Street	New York	NY	10010	Matching Gift - Annette Berry	Paid to a 501(C)(3) organization	125
Children's Friend	21 Cedar Street	Worcester	MA	01609	Matching Gift - Michael Keane	Paid to a 501(C)(3) organization	250
Children's Friend	21 Cedar Street	Worcester	MA	01609	Community Hero - Pete Dupel	Paid to a 501(C)(3) organization	500
Children's Friend	21 Cedar Street	Worcester	MA	01609	Matching Gift - Frederick Eppinger	Paid to a 501(C)(3) organization	1,000
Children's Friend	21 Cedar Street	Worcester	MA	01609	UWM - Joe Freitas	Paid to a 501(C)(3) organization	1,000
Children's Friend, Inc	21 Cedar Street	Worcester	MA	01609	Miles Lincoln Gala	Paid to a 501(C)(3) organization	8,000
Children's Hospital Foundation	2924 Brook Road	Worcester	MA	01609	UWM - Jason Collier	Paid to a 501(C)(3) organization	1,261
Chris' Rescue Angels (ressue #8454)	Attn: Leslie Challenger 6901 116th Street	Richmond	VA	23220	VIP - Nicole Davis	Paid to a 501(C)(3) organization	500
Christmas in July, Inc	921 Sevilla Circle	Seminole	FL	33772	VIP - Peggy Buchanan (ressue check #8454)	Paid to a 501(C)(3) organization	500
		Weslon	FL	33326	Community Hero - Ingrid Lazarus	Paid to a 501(C)(3) organization	500

City	Street Address	Recipient	State	Zip	Foundation Status of Recipient	Purpose	Amount
Worcester	Attn Mike O'Brien 455 Main Street	City of Worcester	MA	01608	Worcester Tree Initiative	Paid to a 501(C)(3) organization	40,000
Worcester	c/o Barbara Zenker P O Box 456	City to Saddle	MA	02493	WUMM - Ann Tripp	Paid to a 501(C)(3) organization	1,500
Worcester	54 Clafin Street	Clafin Hill Music Performance Foundation	MA	01757	Matching Gift - Warren Barnes	Paid to a 501(C)(3) organization	1,500
Worcester	15 Claremont Street	Claremont Academy	MA	01610	VIP - Margaret Reagan	Paid to a 501(C)(3) organization	500
Worcester	950 Main Street	Clark University	MA	01610	Matching Gift - Mark Stepakoff	Paid to a 501(C)(3) organization	100
Worcester	1 College Street	College of The Holy Cross	MA	01610	Matching Gift - John Horn	Paid to a 501(C)(3) organization	50
Worcester	One College Street	College of The Holy Cross	MA	01610	Matching Gift - Annette Berry	Paid to a 501(C)(3) organization	125
Worcester	One College Street	College of The Holy Cross	MA	01610	Matching Gift - Richard X Coakley	Paid to a 501(C)(3) organization	250
Worcester	One College Street	College of The Holy Cross	MA	01610	Matching Gift - P Kevin Condon	Paid to a 501(C)(3) organization	5,000
Worcester	1 College Street	College of The Holy Cross	MA	01610	WUMM - Richard Lavey	Paid to a 501(C)(3) organization	1,000
Worcester	337 Pullitney Street	Colleges of the Seneca	MA	14456	Matching Gift - Stephen DePilo	Paid to a 501(C)(3) organization	250
Worcester	1025 Vermont Avenue NW Suite 1066	Colon Cancer Alliance	DC	20005	VIP - Gregory Popolizio	Paid to a 501(C)(3) organization	500
Worcester	4906 Cushman Avenue, 2nd Floor	Commonwealth Alliance	VA	23230	WUMM - Chris Rogerson	Paid to a 501(C)(3) organization	702
Worcester	405 Main Street	Community Zone Camp Inc	MA	01608	Matching Gift - Michael Angelini	Paid to a 501(C)(3) organization	1,000
Worcester	Access to Justice Campaign 2012 405 Main Street, 4th Floor	Community Legal Aid	MA	01608	WUMM - J Kendall Huber	Paid to a 501(C)(3) organization	1,990
Worcester	P O Box 533, 1400 W Grand River Avenue	Community Theatre of Howell	MI	48844	Community Hero - Sherry Randall	Paid to a 501(C)(3) organization	500
Worcester	P O Box 6997	Conexiones of Howard County	MD	21045	VIP - Theodore Mariniez	Paid to a 501(C)(3) organization	500
Worcester	835 West Queen Street	Connecticut Foundation for Dental Outreach	CT	06489	VIP - Maria MacDonald	Paid to a 501(C)(3) organization	2,500
Worcester	130 E Seneca St, Ste 400	Cornell University	NY	14850	Matching Gift - Bryan Allen	Paid to a 501(C)(3) organization	500
Worcester	130 E Seneca Street, Ste 400	Cornell University	NY	14850	Matching Gift - Scott Bradley	Paid to a 501(C)(3) organization	500
Worcester	5634 Ray Ellison Blvd	Crossroads Community Church	TX	78242	Comm Hero - Garza For Youth Ministry	Paid to a 501(C)(3) organization	5,000
Worcester	1071 Blue Hill Avenue	Curry College	MA	02186	Matching Gift - John Brennan	Paid to a 501(C)(3) organization	7,500
Worcester	Attn Kelly Newell King 302 Main Street	David Prouty High School Cheerleaders	MA	01562	State Finals	Paid to a 501(C)(3) organization	3,500
Worcester	60 Miles Road P O Box 219	Devereux Massachusetts	MA	01543	Big Block Party	Paid to a 501(C)(3) organization	10,000
Worcester	1275 Kasamada Drive	Disabled Veterans Insurance Careers	FL	33919	VIP - Erin Fenion	Paid to a 501(C)(3) organization	500
Worcester	26 Cole Street	Drew's Team, Inc	NH	03079	Program Support	Paid to a 501(C)(3) organization	500
Worcester	222 Harrington Way	Eco Tanium	MA	01604	Advertising Grant	Paid to a 501(C)(3) organization	500
Worcester	140 Clarendon Street	Edvestors	MA	02116	WUMM - Kristen Albright	Paid to a 501(C)(3) organization	5,000
Worcester	Attn Dianna Bruce 34 Cedar Street	Edward Street Child Services	MA	01609	Matching Gift - Wendell Knox	Paid to a 501(C)(3) organization	1,300
Worcester	dba Blue and Gold Educational Foundation 1751 Westford Way	eLeets Gymnastic Parent's Association, Inc	MA	22182	Day of Play	Paid to a 501(C)(3) organization	1,000
Worcester	dba Blue and Gold Educational Foundation 1751 Westford Way	eLeets Gymnastic Parent's Association, Inc	MA	01602	WUMM - Cynthia Booth	Paid to a 501(C)(3) organization	250
Worcester	Attn Janet McKeag 284 Highland Street	Elm Park Center	MA	02116	Forteth Anniversary Celebration	Paid to a 501(C)(3) organization	100
Worcester	120 Boylston St, 7th Floor	Emerson College	MA	06082	Matching Gift - John Murphy	Paid to a 501(C)(3) organization	500
Worcester	1264 Enfield Street	Enfield High School	CT	06082	Matching Gift - Kathleen Carey	Paid to a 501(C)(3) organization	500
Worcester	11601 Lucks Lane	FACES	MA	23114	VIP - Sharon Johnson	Paid to a 501(C)(3) organization	500
Worcester	31 Harvard Street	Family Services of Worcester	MA	01609	VIP - Keith Sullivan	Paid to a 501(C)(3) organization	500
Worcester	Attn Howard McGinn P O Box 351	First Night Worcester	MA	01614	First Night Sponsorship	Paid to a 501(C)(3) organization	2,500
Worcester	16 Virginia Avenue	First Presbyterian Church of Manassquan	MA	08736	Matching Gift - Bryan Allen	Paid to a 501(C)(3) organization	250
Worcester	1230 Bower Street	First United Methodist Church of Howell	NJ	48843	VIP - Christine Heing	Paid to a 501(C)(3) organization	500
Worcester	Kwanis Florida District, 5545 Benchmark Lane	FL Kwanis Foundation Div 24 ACTION Club	FL	48843	VIP - Donna Hixon	Paid to a 501(C)(3) organization	500
Worcester	36 Wall Street	Friends of Family Services	MA	01604	VIP - Donna Hixon	Paid to a 501(C)(3) organization	1,625
Worcester	20 Kirkland Street Bldg 1218	Friends of Family Services	MA	01604	Girls Celebration	Paid to a 501(C)(3) organization	2,530
Worcester	Attn Anne Sadick, 125 Providence Street	Girls Incorporated of Worcester	MA	02108	2012 Spirit of Justice Awards	Paid to a 501(C)(3) organization	1,800
Worcester	Attn Robbie Samuels, 30 Winter Street Suite 800	Gleaners Community Food Bank	MA	48843	Food Drive	Paid to a 501(C)(3) organization	5,000
Worcester	5934 Sterling Drive	Gleaners Community Food Bank	MA	48843	WUMM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1,000
Worcester	Potawatomi Trail Committee 1979 Huron Parkway	Granite United Way	MI	48104	Community Hero - Jeremiah Severy	Paid to a 501(C)(3) organization	5,000
Worcester	1425 West Grand River	Great Sauk Trail Council	MI	48843	Livingston Promise	Paid to a 501(C)(3) organization	250
Worcester	370 Main Street, Suite 650	Greater Twin Cities United Way	MA	01608	WUMM - 2011 Field Office Match	Paid to a 501(C)(3) organization	2,500
Worcester	c/o Mark W Tripp Scholarship 370 Main Street, Suite 650	Greater Worcester Community Foundation	MA	01608	Matching Gift - Maria Zuraltis Dr & Coporators	Paid to a 501(C)(3) organization	375
Worcester	415 Windover Avenue NW	Greater Worcester Community Foundation	MA	01608	WUMM - Ann Tripp	Paid to a 501(C)(3) organization	2,000
Worcester	10635 Dunham Road	Green Hedges School	VA	48353	WUMM - David Williamson	Paid to a 501(C)(3) organization	631
Worcester	Attn Recording Secrelary, 124 Mt Auburn Street	Harland High School	MI	48353	UW Day of Giving Challenge	Paid to a 501(C)(3) organization	1,000
Worcester	1 World Avenue	Heart of Michigan United Way	MA	02138	Matching Gift - Richard Cammett Jr	Paid to a 501(C)(3) organization	50
Worcester	119 Forest Street	Heart of Michigan United Way	MA	02138	WUMM - 2011 Field Office Match	Paid to a 501(C)(3) organization	4,000
Worcester	6085 Barfield Road NE Suite 100	Heart of West Michigan United Way	GA	72202	WUMM - 2011 Field Office Match	Paid to a 501(C)(3) organization	450
Worcester	100 Barber Street	Henry Lee Willis Community Center, Inc	AR	72202	WUMM - 2011 Field Office Match	Paid to a 501(C)(3) organization	800
Worcester	760 Magazine Street, Unit 240	Hennage United Way	MA	01609	WUMM - Herbert Swartz	Paid to a 501(C)(3) organization	1,300
Worcester	Attn Ann Peterson, 43 Hawes Road	Higgins Armory	MA	01606	African American Festival	Paid to a 501(C)(3) organization	1,000
Worcester	214 Concord Street	Hogs for the Cause	LA	70130	WUMM - 2011 Field EE Match	Paid to a 501(C)(3) organization	200
Worcester	1705 Columbus Avenue	HOP, Inc	MA	01776	VIP - Andrea Garcia	Paid to a 501(C)(3) organization	500
Worcester	P O Box 128	HOPE Worldwide	MA	01702	VIP - Megan Medo	Paid to a 501(C)(3) organization	7,500
Worcester	123 E Washington Street	Houghton College	MA	01702	VIP - Edward Lung	Paid to a 501(C)(3) organization	500
Worcester	1005 Triangle Lake Road	Howell Area Chamber of Commerce	MA	02119	VIP - Robert LaChance	Paid to a 501(C)(3) organization	500
Worcester	122 State Street	Howell Conference and Nature Center	NY	14744	Matching Gift - Keith VanRiper	Paid to a 501(C)(3) organization	3,000
Worcester	1200 West Grand River Avenue	Howell Downtown Development Authority	MI	48843	2012 Fantasy of Lights Parade	Paid to a 501(C)(3) organization	7,500
Worcester	1200 West Grand River Avenue	Howell High School	MI	48843	Save the Wildlife Day	Paid to a 501(C)(3) organization	1,000
Worcester	1200 West Grand River Avenue	Howell High School	MI	48843	Howell Melon Run	Paid to a 501(C)(3) organization	500
Worcester	1200 West Grand River Avenue	Howell High School	MI	48843	UW Day of Caring Challenge	Paid to a 501(C)(3) organization	500
Worcester	1200 West Grand River Avenue	Howell High School	MI	48843	UW Day of Caring Challenge - Hockey Team	Paid to a 501(C)(3) organization	500
Worcester	1200 West Grand River Avenue	Howell High School	MI	48843	UW Day of Caring Challenge - Interact Club	Paid to a 501(C)(3) organization	500

Recipient	Street Address	City	State	Zip	Foundation Status of Recipient	Purpose	Amount
United Way of Dupage Area	2980 Dorr Road	Brighon	MI	48116	UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	4 450
United Way of Dupage Area					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 000
United Way of Greater Houston					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	750
United Way of Greater Houston					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	2 500
United Way of Greater Kansas City					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	300
United Way of Greater Kansas City					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	4 000
United Way of Greater Milwaukee					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	800
United Way of Greater Milwaukee					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	600
United Way of Greater Portland					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	2 100
United Way of Greater Richmond & Petersburg					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	2 500
United Way of Greater Richmond & Petersburg					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	100
United Way of Greater Toledo					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	600
United Way of King County					Community Fund	Paid to a 501(C)(3) organization	55 000
United Way of Livingston County					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 000
United Way of Long Island					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 000
United Way of MA Bay and Merrimack Valley					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	1 900
United Way of Metropolitan Atlanta					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 000
United Way of Metropolitan Atlanta					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	200
United Way of Metropolitan Dallas					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 000
United Way of Metropolitan Dallas, Inc					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	400
United Way of Metropolitan Nashville					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	2 500
United Way of Metropolitan Nashville					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	200
United Way of Miami-Dade					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 000
United Way of Miami-Dade					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	400
United Way of New York City					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	2 500
United Way of New York City					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	100
United Way of New York City (reissue #8379)	Attn Merte Reid, 2 Park Avenue	New York	NY	10016	Matching Gift - 2010 Field EE Match	Paid to a 501(C)(3) organization	560
United Way of Roanoke Valley					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 000
United Way of Roanoke Valley					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	100
United Way of St. Charles					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	100
United Way of Summit County					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	550
United Way of the Bay Area					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	4 000
United Way of the National Capital Area					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	600
United Way of the National Capital Area					UWIM - 2011 Field Office Match	Paid to a 501(C)(3) organization	1 755
United Way of Wayne County					UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	2 509
University of Colorado Foundation	46 Park Street	Framingham	MA	27533	Matching Gift - John Casper	Paid to a 501(C)(3) organization	500
University of Colorado Foundation	301 E. Ash Street, Suite 310 P O Box 73	Goldsboro	NC	27533	Matching Gift - Maria Zurialis, RMI Scholarship	Paid to a 501(C)(3) organization	500
University of Colorado Foundation	138 Lawrence Street, Ste 1325	Denver	CO	80204	Matching Gift - Steven Hryh	Paid to a 501(C)(3) organization	250
University of Colorado Foundation	4740 Walnut Street	Boulder	IL	60301	Matching Gift - Scott Hyne	Paid to a 501(C)(3) organization	500
University of Illinois Foundation	1305 West Green Street	Urbana	MA	65211	Matching Gift - Michael White	Paid to a 501(C)(3) organization	500
University of Massachusetts Amherst	134 Hicks Way, Memorial Hall	Columbia	MO	27514	Matching Gift - James L. Turbeville	Paid to a 501(C)(3) organization	250
University of Missouri-Columbia	109 Reynolds Alumni Center	Chapel Hill	NC	27514	Matching Gift - Joseph Cranny	Paid to a 501(C)(3) organization	100
University of North Carolina at Chapel Hill	P O Box 309	San Diego	CA	92110	Matching Gift - J. Kendall Huber	Paid to a 501(C)(3) organization	500
University of North Carolina at Chapel Hill	5998 Alcala Park #DAC312	Charlotteville	VA	22903	UWIM - Jennifer & Michael Tanaka	Paid to a 501(C)(3) organization	500
University of San Diego	580 Massie Road	Kingston	RI	02881	UWIM - Todd Bavery (Patron #286940)	Paid to a 501(C)(3) organization	1 625
University of Virginia Law School Foundation	P O Box 1700	Madison	WI	53711	UWIM - 2011 Field EE Match	Paid to a 501(C)(3) organization	250
URI Foundation	University of Wisconsin, Division of Intercollegiate Athletics, Kellner Hall, 1440 Monroe St	Blacksburg	VA	24061	Matching Gift - J. Kendall Huber	Paid to a 501(C)(3) organization	500
UWF - Athletics	902 Price & Fork Road - 0336	Southbridge	MA	01550	VIP - Donald Wayman	Paid to a 501(C)(3) organization	500
Valley of Sun United Way	Hannington Healthcare System 100 South Street	Middletown	CT	06459	Matching Gift - Alan Joseph	Paid to a 501(C)(3) organization	250
Virginia Tech Foundation, Inc	318 High Street	West Fairmouth	MA		Scholarship Program	Paid to a 501(C)(3) organization	13 885
Webster Emergency Department Campaign	P O Box 1209	Lansing	MI	48503	Golf Outing	Paid to a 501(C)(3) organization	1 000
West Virginia University	Attn Janelle Maniakoudis, P O Box 40790	Norton	MA	02766	Matching Gift - Taylor MacFarlane	Paid to a 501(C)(3) organization	500
West Virginia University	Attn Development 1201 N Grand Traversa	Worcester	MA	01602	Family Outing - Tornadeos Game	Paid to a 501(C)(3) organization	73
Western Insurance Scholarship Foundation	26 E Main Street	Worcester	MA	01602	VIP - Erin Giza	Paid to a 501(C)(3) organization	500
Why Me at Sherry's House	1152 Pleasant Street	Worcester	MA	01602	Dollar Scholar Event	Paid to a 501(C)(3) organization	500
Why Me, Inc	1152 Pleasant Street	Worcester	MA	01608	Dollar Scholar Event	Paid to a 501(C)(3) organization	5 000
Women of Central Massachusetts, Inc	Attn Arne Weitenget United Way of Central Mass 484 Main Street	Worcester	MA	01608	Matching Gift - Sandra Aramony	Paid to a 501(C)(3) organization	250
Women's Initiative of the UW of Central Mass	Attn Erica Driscoll Ribeiro, 81 Providence Street	Worcester	MA	01605	Matching Gift - Allen Kwasnewski	Paid to a 501(C)(3) organization	500
Worcester Academy	Attn Enca Driscoll Ribeiro, 81 Providence Street	Worcester	MA	01605	Boston Pops Holiday Concert Sponsorship	Paid to a 501(C)(3) organization	9 339
Worcester Animal Rescue League	2 Southbridge Street	Worcester	MA	01451	Free Family Concert at Mechanics Hall	Paid to a 501(C)(3) organization	1 500
Worcester Center for the Performing Arts	P O Box 21001	Worcester	MA	01605	Alterschool Program	Paid to a 501(C)(3) organization	2 500
Worcester Chamber Music Society	Attn John Gardiner, 160 Tacoma Street	Worcester	MA	01609	General Planning	Paid to a 501(C)(3) organization	12 500
Worcester Comprehensive Child Care Services	484 Main Street Suite 300	Worcester	MA	01609	AVID Expansion	Paid to a 501(C)(3) organization	47 400
Worcester Educational Collaborative	Attn Louise Clarke, 20 Irving Street	Worcester	MA	01609	Summer Institute Training and Technology	Paid to a 501(C)(3) organization	25 000
Worcester Educational Development Foundation	Attn Louise Clarke, 20 Irving Street	Worcester	MA	01609	Coast for Kids	Paid to a 501(C)(3) organization	5 000
Worcester Educational Development Foundation	Attn Louise Clarke, 210 Park Avenue Suite 224	Worcester	MA	01608	Advertising Grant	Paid to a 501(C)(3) organization	7 500
Worcester Film Works - ARTS/Worcester	Attn Enc Kuczarski, 50 Portland Street 2nd Floor	Worcester	MA	01608	Movies on the Common	Paid to a 501(C)(3) organization	5 000
Worcester Film Works - ARTS/Worcester	Attn Enc Kuczarski, 50 Portland Street 2nd Floor	Worcester	MA	01608	Annual Road Race	Paid to a 501(C)(3) organization	1 000
Worcester Firefighters Memorial 6K	Attn Lt. John Franco, 87 Mark Bradford Drive	Worcester	MA	01520	Canal Diggers Road Race	Paid to a 501(C)(3) organization	2 344
Worcester Historian Cultural Foundation	Canal Diggers Road Race P O Box 20276	Worcester	MA	01602	2012 Harvey Ball Woosta Sponsorship	Paid to a 501(C)(3) organization	4 500
Worcester Historical Museum	30 Elm Street	Worcester	MA	01609	Ice Rink	Paid to a 501(C)(3) organization	874
Worcester Public Library Foundation	3 Salem Street	Worcester	MA	01608	Matching Gift - James Merz	Paid to a 501(C)(3) organization	10 000
Worcester Public Library Foundation	Attn Christina Andreoli, Worcester City Hall 455 Main Street Room 405	Worcester	MA	01608	Annual Conference	Paid to a 501(C)(3) organization	8 900
Worcester Regional Chamber of Commerce	446 Main Street Suite 200	Worcester	MA	01608	Annual Meeting	Paid to a 501(C)(3) organization	2 500
Worcester Regional Research Bureau	500 Salisbury Street	Worcester	MA	01609			

Recipient	Street Address	City	State	Zip	Foundation Status of Recipient	Purpose	Amount
Worcester Regional Science Fair	2 Carolyn Drive	Northborough	MA	01532	Middle School and High School Fair	Paid to a 501(C)(3) organization	6'000
Worcester Historical Museum	30 Elm Street	Worcester	MA	01609	Advertising Grant	Paid to a 501(C)(3) organization	7'500
Worcester Regional Chamber of Commerce	446 Main Street Suite 200	Worcester	MA	01608	Women's Conference	Paid to a 501(C)(3) organization	7'500
Xavier High School	181 Randolph Road	Middletown	CT	06457	Matching Gift - Lisa Geremia	Paid to a 501(C)(3) organization	50
YMCA of Central Massachusetts	766 Main Street	Worcester	MA	01610	Integrated Education Initiative	Paid to a 501(C)(3) organization	10'009
YMCA of Central Massachusetts	766 Main Street	Worcester	MA	01610	Matching Gift - Maria Zuraltis, 2011 Strong Kids	Paid to a 501(C)(3) organization	550
YMCA of Central Massachusetts	766 Main Street	Worcester	MA	01610	UWIM - Maria Zuraltis	Paid to a 501(C)(3) organization	2'500
YMCA of Greater Indianapolis - Pike Township	7114 Lakeview Parkway West	Indianapolis	IN	46268	Community Hero - Curtis Condict	Paid to a 501(C)(3) organization	500
YMCA of Livingston County	Attn: Doreen Durandello, 300 Family Drive	Millford	MI	48381	Strong Kids Campaign	Paid to a 501(C)(3) organization	5'000
You Inc	81 Plantation Street	Worcester	MA	01604	Youth Net Program - Worcester Sharks	Paid to a 501(C)(3) organization	20'000
YouthCare	Mass General Dev Office, 165 Cambridge St. Suite 600	Boston	MA	02114	Spring Gala	Paid to a 501(C)(3) organization	3'800
YouthNet	1 Fairlawn Drive	Worcester	MA	01602	Summer youth activities at the ballpark	Paid to a 501(C)(3) organization	6'000
YWCA	1 Salem Square	Worcester	MA	01606	VIP - Lorna Stearns	Paid to a 501(C)(3) organization	500
YWCA of Central Massachusetts	1 Salem Square	Worcester	MA	01608	VIP - Rosalyn Rodriguez	Paid to a 501(C)(3) organization	500
YWCA of Central Massachusetts	Attn: Linda Cavaloli 1 Salem Square	Worcester	MA	01608	UWIM - Lorna Stearns	Paid to a 501(C)(3) organization	3'000
YWCA of Central Massachusetts	One Salem Square	Worcester	MA	01608	Tribute to Women's Luncheon	Paid to a 501(C)(3) organization	825
YWCA of Central Massachusetts	One Salem Square	Worcester	MA	01608	UWIM - Ann Tripp	Paid to a 501(C)(3) organization	1'500
YWCA of Central Massachusetts	766 Main Street	Worcester	MA	01610	UWIM - Joe Freitas	Paid to a 501(C)(3) organization	1'000
							1 371 965

**NOTICE OF AVAILABILITY
OF FOUNDATION RETURN**

The 2012 Annual Return of The Hanover Insurance Group Foundation, Inc is now available for public inspection from Jennifer F Luisa, President at 440 Lincoln Street, Worcester, MA, 01653, Tel (508) 855-1000, between 9 00a m and 5 00p m , Monday - Friday, by any person who requests an inspection within 180 days after the date of publication of this Notice