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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>MARTHA R. GERRY TOWNLEY FOUNDATION - MARK A. NOWAK, CO-TRUSTEE</b>		A Employer identification number <b>04-3340006</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O BURNS &amp; LEVINSON - 125 SUMMER ST</b>	Room/suite	B Telephone number <b>617-345-3898</b>
City or town, state, and ZIP code <b>BOSTON, MA 02110</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>\$ 43,517,625.</b> (Part I, column (d) must be on cash basis.)	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		20,774,279.		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		4.	4.		STATEMENT 2
4 Dividends and interest from securities		585,333.	571,490.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		276,282.			STATEMENT 1
b Gross sales price for all assets on line 6a	26,996,085.				
7 Capital gain net income (from Part IV, line 2)			276,360.		
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					
12 Total. Add lines 1 through 11		21,635,898.	847,854.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	129,431.	0.		129,431.
b Accounting fees	STMT 5	3,750.	0.		3,750.
c Other professional fees	STMT 6	207,527.	207,527.		0.
17 Interest					
18 Taxes	STMT 7	7,720.	6,973.		1,000.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 8	775.	80.		695.
24 Total operating and administrative expenses. Add lines 13 through 23		349,203.	214,580.		134,876.
25 Contributions, gifts, grants paid		992,500.			992,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,341,703.	214,580.		1,127,376.
27 Subtract line 26 from line 12		20,294,195.			
a Excess of revenue over expenses and disbursements			633,274.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

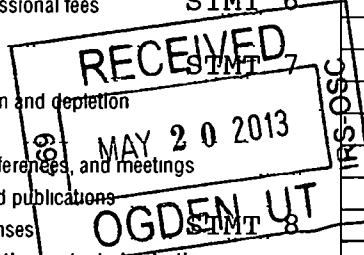
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LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2012)

SCANNED MAY 22 2013

Revenue



MARTHA R. GERRY TOWNLEY FOUNDATION -  
MARK A. NOWAK, CO-TRUSTEE

**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	7,510,595.	7,820,976.	7,820,863.
	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	999,812.	2,001,306.	2,002,400.
	b Investments - corporate stock - - - STMT 10	11,706,470.	28,937,643.	30,864,937.
	c Investments - corporate bonds STMT 11	1,022,723.	2,773,870.	2,829,425.
11 Investments - land, buildings and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	21,239,600.	41,533,795.	43,517,625.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
<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	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	21,239,600.	41,533,795.		
30 Total net assets or fund balances	21,239,600.	41,533,795.		
31 Total liabilities and net assets/fund balances	21,239,600.	41,533,795.		

**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	21,239,600.
2 Enter amount from Part I, line 27a	2	20,294,195.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	41,533,795.
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	41,533,795.

**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>			
<b>b CAPITAL GAINS DIVIDENDS</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 26,975,574.		26,719,725.	255,849.
b 20,511.			20,511.
c			
d			
e			

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			255,849.
b			20,511.
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	276,360.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	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	420,513.	4,618,943.	.091041
2010	477,198.	401,737.	1.187837
2009	362,345.	293,272.	1.235525
2008	103,146.	5,209.	19.801497
2007	56,530.	3,327.	16.991283

2 Total of line 1, column (d)	2	39.307183
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	7.861437
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	33,592,296.
5 Multiply line 4 by line 3	5	264,083,719.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,333.
7 Add lines 5 and 6	7	264,090,052.
8 Enter qualifying distributions from Part XII, line 4	8	1,127,376.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
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	12,665.
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	12,665.
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	12,665.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,113.	
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	3,113.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,552.	
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 <input type="checkbox"/>	11		

**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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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 <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

**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 <b>N/A</b>	13	X	
14	The books are in care of <b>MARK A. NOWAK, C/O BURNS &amp; LEVINSON</b> Telephone no <b>(617) 345-3898</b> Located at <b>125 SUMMER STREET, BOSTON, MA</b> ZIP+4 <b>02110</b>			
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 <b>N/A</b>	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 <b>N/A</b>	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 <b>N/A</b>	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? <b>N/A</b>	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>N/A</b>	2a	
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) <b>N/A</b>	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 <b>N/A</b>		
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	3a	
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.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

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

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
MARTHA R. GERRY TOWNLEY	TRUSTEE			
C/O MARK A. NOWAK, 125 SUMMER STREET BOSTON, MA 02110	1.00	0.	0.	0.
F. BRADFORD TOWNLEY	TRUSTEE			
C/O MARK A. NOWAK, 125 SUMMER STREET BOSTON, MA 02110	1.00	0.	0.	0.
MARK A. NOWAK	TRUSTEE			
C/O MARK A. NOWAK, 125 SUMMER STREET BOSTON, MA 02110	10.00	0.	0.	0.

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

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

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

0

Form 990-PF (2012)

## : (continued)

(c) Compensation								
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0

## Summary of Direct Charitable Activities

## Expenses

Amount

0.

2012.03040 MARTHA R. GERRY TOWNLEY FOU B3340001



**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>	28,322,346.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,781,508.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	34,103,854.
<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>	34,103,854.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	511,558.
<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>	33,592,296.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	1,679,615.

**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>	1,679,615.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	12,665.
<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>	12,665.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,666,950.
<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>	1,666,950.
<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>	1,666,950.

**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>	1,127,376.
<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>	1,127,376.
<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>	1,127,376.

**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				1,666,950.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	57,110.			
<b>b</b> From 2008	104,134.			
<b>c</b> From 2009	356,393.			
<b>d</b> From 2010	461,201.			
<b>e</b> From 2011	190,853.			
<b>f</b> Total of lines 3a through e	1,169,691.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,127,376.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<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				1,127,376.
<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))	539,574.			539,574.
<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	630,117.			
<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				0.
<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	630,117.			
<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	439,264.			
<b>d</b> Excess from 2011	190,853.			
<b>e</b> Excess from 2012				

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

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					
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					

**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) )

**MARTHA R. GERRY TOWNLEY**

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

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

c Any submission deadlines

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

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

Recipient	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				
ALEXANDER HAMILTON INSTITUTE FOR STUDY OF WESTERN CIVILIZATION 21 WEST PARK ROW CLINTON, NY 13323	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL	50,000.
ALL NATIONS WORSHIP CENTER PO BOX 291 WALPOLE, MA 02081	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
ALPHA PREGNANCY CARE CENTER 518 CLINTON AVENUE ALBANY, NY 12206	NONE	CHARITABLE ORGANIZATION	PREGNANCY CARE AND COUNSELING	40,000.
AMERICAN RED CROSS - SOUTH CENTRAL NY CHAPTER SOUTH CENTRAL NY CHAPTER, 201 WEST CLINTON STREET ITHACA, NY 14850	NONE	CHARITABLE ORGANIZATION	SUPPORT FOR THE VICTIMS OF HURRICANE SANDY IN NEW YORK	10,000.
AMY FOUNDATION BOX 16091 LANSING, MI 48901	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	5,000.
Total SEE CONTINUATION SHEET(S)			3a	992,500.
b Approved for future payment				
NONE				
Total			3b	0.



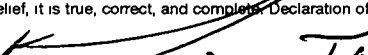
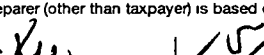
**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |   |  | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |     |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of  |     |    |
|   | (1) Cash   |     | X  |
|   | (2) Other assets   |     | X  |
| b | Other transactions   |     |    |
|   | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|   | (3) Rental of facilities, equipment, or other assets   |     | X  |
|   | (4) Reimbursement arrangements   |     | X  |
|   | (5) Loans or loan guarantees   |     | X  |
|   | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | 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
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.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		5/8/13 Date		CO-TRUSTEE Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	MICHAEL L. MEYERS				5/8/13		P00176974
	Firm's name ▶ DARMODY, MERIANO & CO., LLP					Firm's EIN ▶ 04-2273266	
	Firm's address ▶ 75 FEDERAL STREET BOSTON, MA 02110					Phone no 617-426-7300	

**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

MARTHA R. GERRY TOWNLEY FOUNDATION –  
MARK A. NOWAK, CO-TRUSTEE

Employer identification number

04-3340006

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 foundationCheck 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 <b>MARTHA R. GERRY TOWNLEY FOUNDATION - MARK A. NOWAK, CO-TRUSTEE</b>	Employer identification number <b>04-3340006</b>
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**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	ESTATE OF MARTHA F GERRY - MARTHA FARISH GERRY DECLARATION OF TRUST  2202 N WEST SHORE BLVD  TAMPA, FL 33607	\$ 20,654,279.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MARTHA R. GERRY TOWNLEY  100 WALPOLE STREET  DOVER, MA 02030	\$ 120,000.	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.)



Name of organization

MARTHA R. GERRY TOWNLEY FOUNDATION -  
MARK A. NOWAK, CO-TRUSTEE

Employer identification number

04-3340006

**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
1	\$16,000,000 UNITED STATES TREASURY BILLS DUE 05/31/12	\$ 15,998,400.	04/03/12
(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

MARTHA R. GERRY TOWNLEY FOUNDATION -  
MARK A. NOWAK, CO-TRUSTEE

Employer identification number

04-3340006

**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

MARTHA R. GERRY TOWNLEY FOUNDATION -  
MARK A. NOWAK, CO-TRUSTEE

04-3340006

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARMENIAN CHURCH OF THE MARTYRS 22 ORMOND STREET WORCESTER, MA 01609	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
BRIDGEWATER STATE COLLEGE CHRISTIAN FELLOWSHIP 29 SHAW ROAD BRIDGEWATER, MA 02324	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	10,000.
CALVARY BAPTIST CHURCH 286 ASHMONT STREET DORCHESTER, MA 02124	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
CHRISTIAN SOLIDARITY INTERNATIONAL - USA 870 HAMPSHIRE ROAD, SUITE T WESTLAKE VILLAGE, CA 91361	NONE	CHARITABLE ORGANIZATION	HUMAN RIGHTS ORGANIZATION TO ASSIST VICTIMS OF RELIGIOUS PERSECUTION & SLAVERY IN SUDAN	20,000.
COCHESSETT METHODIST CHURCH 517 WEST CENTRE STREET WEST BRIDGEWATER, MA 02379	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
COMBONI MISSIONARIES MISSION OFFICE, 1318 NAGEL ROAD CINCINNATI, OH 45255	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL INCLUDING RELIEF EFFORTS	120,000.
CORNERSTONE CHURCH 14 MCKINLEY AVENUE BEVERLY, MA 01915	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
COVENANT FELLOWSHIP LAKE DALLAS 625 SOUTH DENTON DRIVE LAKE DALLAS, TX 75065	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	5,000.
COVENANT FELLOWSHIP LAKE DALLAS 625 SOUTH DENTON DRIVE LAKE DALLAS, TX 75065	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
CS LEWIS FOUNDATION BOX 8008 REDLANDS, CA 92375	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	10,000.
Total from continuation sheets				882,500.

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAGLE PROJECTS INTERNATIONAL PO BOX 100 DOVER, ME 04426	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	10,000.
EVER AFTER MUSTANG RESCUE 463 WEST STREET BIDDEFORD, ME 04005	NONE	CHARITABLE ORGANIZATION	RESCUE, REHAB AND ADOPTION FOR MUSTANG HORSES	15,000.
FAIRY DOG PARENTS, INC. BOX 1342 DUXBURY, MA 02331	NONE	CHARITABLE ORGANIZATION	ORGANIZATION THAT PREVENTS DOGS FROM BEING SURRENDERED TO SHELTERS	18,000.
FAITH BAPTIST CHURCH 18 STOUGHTON STREET STOUGHTON, MA 02072	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
FAITH CHAPEL ASSEMBLY OF GOD 340 PLEASANT STREET BRIDGEWATER, MA 02324	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
FIRST BAPTIST CHURCH OF HAVERHILL 217 MAIN STREET HAVERHILL, MA 01830	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
FIRST BAPTIST CHURCH OF MEDFIELD 438 MAIN STREET MEDFIELD, MA 02052	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
FIRST BAPTIST CHURCH OF READING 45 WOBURN STREET READING, MA 01867	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
FIRST BAPTIST CHURCH OF SALEM 292 LAFAYETTE STREET SALEM, MA 01970	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
FIRST BAPTIST CHURCH 217 MAIN STREET HAVERHILL, MA 01830	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
Total from continuation sheets				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST CHURCH OF CHRIST - BRADFORD 10 CHURCH STREET BRADFORD, MA 01835	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
FOREVER HOME RESCUE NEW ENGLAND 106 ADAMS MEDFIELD, MA 02052	NONE	CHARITABLE ORGANIZATION	RESCUE AND ADOPTION SERVICES FOR DOGS	5,000.
FREDERICK CHURCH OF THE BRETHREN 201 FAIRVIEW AVENUE FREDERICK, MD 21701	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
GENERATIONS INCORPORATED 25 KINGSTON STREET, 4TH FLOOR BOSTON, MA 02111	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL - TO IMPROVE THE LITERACY SKILLS OF YOUNG CHILDREN	5,000.
GERMAN SHEPHERD RESCUE OF NEW ENGLAND, INC. PO BOX 299 WAYLAND, MA 01778	NONE	CHARITABLE ORGANIZATION	RESCUE AND ADOPTION SERVICES FOR GERMAN SHEPHERD DOGS	5,000.
GORDON-CONWELL THEOLOGICAL SEMINARY 130 ESSEX STREET SOUTH HAMILTON, MA 01982	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	25,000.
IMMANUEL CHAPEL PO BOX 265 UPTON, MA 01568	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
INDIAN BIBLE COLLEGE BOX 30880 FLAGSTAFF, AZ 86003	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION FOR INDIGENOUS NATIVE CHRISTIANS	25,000.
INTERMOUNTAIN 500 SOUTH LAMBORN STREET HELENA, MT 59601	NONE	CHARITABLE ORGANIZATION	MENTAL HEALTH AND EDUCATION SERVICES FOR CHILDREN AND FAMILIES FACING EMOTIONAL CHALLENGES	15,000.
LAKEVIEW ORTHODOX PRESBYTERIAN CHURCH 188 ROCKLAND STREET ROCKPORT, ME 04856	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
Total from continuation sheets				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITERACY VOLUNTEERS-ANDROSCOGGIN 15 SACRED HEART PLACE AUBURN, ME 04210	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL - FOR ADULTS TO ACQUIRE BASIC READING, WRITING AND MATH	5,000.
MADISON PARK TECHNICAL VOCATIONAL HIGH SCHOOL/YES ALTERNATIVE PROGRAM 75 MALCOLM X BOULEVARD BOSTON, MA 02120	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL	40,000.
MARCUS FOUNDATION, INC. 38 WESTCOTT ROAD HOPEDALE, MA 01747	NONE	CHARITABLE ORGANIZATION	FUND RAISING FOR BRAIN TUMOR RESEARCH	20,000.
MARINE CORPS SCHOLARSHIP FUND 909 N. WASHINGTON STREET, SUITE 400 ALEXANDRIA, VA 22314	NONE	CHARITABLE ORGANIZATION	PROVIDE SCHOLARSHIPS FOR CHILDREN OF KILLED OR WOUNDED MARINES	25,000.
MASSACHUSETTS VEST-A-DOG, INC. BOX 48 WALPOLE, MA 02081	NONE	CHARITABLE ORGANIZATION	PROVIDE BULLET PROOF VESTS AND EQUIPMENT FOR K-9 AND POLICE DOGS	10,000.
MATTAPAN COMMUNITY HEALTH CENTER 1425 BLUE HILL AVENUE BOSTON, MA 02126	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
NORTHEAST ANIMAL SHELTER 347 HIGHLAND AVENUE SALEM, MA 01970	NONE	CHARITABLE ORGANIZATION	RESCUE AND ADOPTION SERVICES FOR ANIMALS	25,000.
OWL'S HEAD BAPTIST CHURCH 37 SOUTH SHORE DRIVE, PO BOX 81 OWL'S HEAD, ME 04854	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
PATRIOT ROVERS, INC 8001 CLINARD FARMS ROAD HIGH POINT, NC 27265	NONE	CHARITABLE ORGANIZATION	SERVICES FOR MILITARY VETERANS WITH PTSD OR TBI WITH TRAINED SERVICE DOGS	7,500.
PAWS NEW ENGLAND C/O JOANNE HUTCHINSON, 5 FREEDOM STREET PLYMOUTH, MA 02360	NONE	CHARITABLE ORGANIZATION	ADOPTION SERVICES FOR DOGS	10,000.
Total from continuation sheets				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PETERBOROUGH UNITED METHODIST CHURCH 43 CONCORD STREET PETERBOROUGH, NH 03458	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
PETPINDER.COM FOUNDATION 4729 EAST SUNRISE DRIVE, #119 TUCSON, AZ 85718	NONE	CHARITABLE ORGANIZATION	WORK WITH RESCUE AND ANIMAL WELFARE ORGANIZATIONS FOR ADOPTION	15,000.
PLEASANT MOUNTAIN PRESBYTERIAN CHURCH 30 NORTH HIGH STREET BRIDGTON, ME 04009	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
POOR CLARE NUNS - FRANCISCAN MONASTERY OF SAINT CLARE 920 CENTRE STREET JAMAICA PLAIN, MA 02130	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL SUPPORT FOR THE POOR CLARE NUNS	7,000.
PRIZE 4 LIFE, INC. BOX 425783 CAMBRIDGE, MA 02142	NONE	CHARITABLE ORGANIZATION	EDUCATION AND RESEARCH FOR ALS	10,000.
PROVIDENCE BAPTIST CHURCH 80 BOARDMAN STREET NORFOLK, MA 02056	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
RYAN NEWMAN FOUNDATION BOX 5998 STATESVILLE, NC 28687	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL	25,000.
SAINTS FOR SERVICE TRAINING CENTER 198 PLYMOUTH STREET MIDDLEBORO, MA 02346	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	10,000.
SAVE A VET NFP, INC. 387 NORTHGATE ROAD LINDENHURST, IL 60046	NONE	CHARITABLE ORGANIZATION	MILITARY AND LAW ENFORCEMENT WORKING DOG RESCUE AND SUPPORT	5,000.
SECOND PARISH OPC 32 NEAL STREET PORTLAND, ME 04102	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
Total from continuation sheets				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOLDIER'S BEST FRIEND 7020 WEST EVANS DRIVE PEORIA, AZ 85381	NONE	CHARITABLE ORGANIZATION	SERVICES FOR MILITARY VETERANS WITH PTSD OR TBI WITH TRAINED SERVICE DOGS	5,000.
SPRUCE HEAD COMMUNITY CHURCH BOX 18 SPRUCE HEAD, ME 04859	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
ST. LUKE'S EVANGELICAL LUTHERAN CHURCH 950 EAST STREET DEDHAM, MA 02026	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
STATION MAINE SHARP'S POINT SOUTH, 75 MECHANIC STREET ROCKLAND, ME 04841	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL - PROVIDE BOATING OPPORTUNITIES TO YOUTHS OF ALL AGES	5,000.
STRONG TOWER INTERNATIONAL 6 HUMBOLDT AVENUE #3 ROXBURY, MA 02119	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
THE CHILDREN'S ROOM 1210 MASSACHUSETTS AVENUE ARLINGTON, MA 02476	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL - TO HELP GRIEVING CHILDREN, TEENS AND FAMILIES	10,000.
THE CHURCH AT HIGHPIKE 2053 SANFORD ROAD WELLS, ME 04090	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
THE EVANGELICAL CONGREGATIONAL CHURCH OF EASTON 351 DEPOT STREET, PO BOX 52 SOUTH EASTON, MA 02375	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
THE LITERACY PROJECT 15 BANK ROW, SUITE C GREENFIELD, MA 01301	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL - FOR ADULTS IN BEGINNING LITERACY AND GED PREPARATION	5,000.
THE LUTHERAN CHURCH-MISSOURI SYNOD PO BOX 66861 ST. LOUIS, MO 63166	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	25,000.
Total from continuation sheets				



**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE TELLING ROOM 225 COMMERCIAL STREET, SUITE 201 PORTLAND, ME 04101	NONE	CHARITABLE ORGANIZATION	EDUCATIONAL - BY BUILDING CONFIDENCE AND STRENGTHENING LITERACY SKILLS	20,000.
TRINITY COVENANT CHURCH 1095 SOUTH STREET BRIDGEWATER, MA 02324	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	10,000.
TRUTH FOR LIFE BOX 398000 CLEVELAND, OH 44139	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL EDUCATION	25,000.
WHITE HORSE INN 1725 BEAR VALLEY PARKWAY ESCONDIDO, CA 92027	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL RADIO BROADCASTING	25,000.
WILMINGTON CONGREGATIONAL CHURCH 220 MIDDLESEX AVENUE WILMINGTON, MA 01887	NONE	CHARITABLE ORGANIZATION	RELIGIOUS AND SPIRITUAL	5,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE, FL 32256	NONE	CHARITABLE ORGANIZATION	PROVIDE SERVICES FOR INJURED VETERANS FROM 2001 AND BEYOND	20,000.
Total from continuation sheets				

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
26,975,574.	26,719,803.	0.	0.	255,771.
CAPITAL GAINS DIVIDENDS FROM PART IV				20,511.
TOTAL TO FORM 990-PF, PART I, LINE 6A				276,282.

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

SOURCE	AMOUNT
PERSHING, LLC	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DRAPER & COMPANY - BRYN MAWR TRUST CO	605,844.	20,511.	585,333.
TOTAL TO FM 990-PF, PART I, LN 4	605,844.	20,511.	585,333.

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL EXPENSE	129,431.	0.		129,431.	
TO FM 990-PF, PG 1, LN 16A	129,431.	0.		129,431.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION	3,750.	0.		3,750.	
TO FORM 990-PF, PG 1, LN 16B	3,750.	0.		3,750.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ASSET MANAGEMENT FEES	198,078.	198,078.		0.	
ASSET CUSTODY FEES	9,449.	9,449.		0.	
TO FORM 990-PF, PG 1, LN 16C	207,527.	207,527.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMMONWEALTH OF MASSACHUSETTS - ANNUAL REPORT	1,000.	0.		1,000.	
FOREIGN TAXES	6,720.	6,720.		0.	
FOREIGN TAXES FROM K-1 - ESTATE OF MARTHA FARISH GERRY DECLARATION OF TRUST	0.	253.		0.	
	7,720.	6,973.		1,000.	

TO FORM 990-PF, PG 1, LN 18

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WIRE TRANSACTION FEES	80.	80.		0.	
ORGANIZATION DUES	695.	0.		695.	
TO FORM 990-PF, PG 1, LN 23	775.	80.		695.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
TREASURY BILLS	X		1,998,746.	1,999,840.	
MUTUAL FUNDS - MUNICIPAL BONDS		X	2,560.	2,560.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,998,746.	1,999,840.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,560.	2,560.	
TOTAL TO FORM 990-PF, -PART II, LINE 10A			2,001,306.	2,002,400.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS			23,602,311.	25,391,579.
MUTUAL FUNDS			5,335,332.	5,473,358.
TOTAL TO FORM 990-PF, PART II, LINE 10B			28,937,643.	30,864,937.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,321,903.	2,365,548.
CORPORATE BONDS - FOREIGN	451,967.	463,877.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,773,870.	2,829,425.