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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation EAGLEMERE FOUNDATION INC		A Employer identification number 04-3424302			
Number and street (or P O box number if mail is not delivered to street address) 60 EDMUNDS ROAD		B Telephone number (see instructions) (781) 899-4350			
City or town, state, and ZIP code WELLESLEY, MA 02481		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,171,943		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)		1,234,383			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.		213,978	213,978	213,978	
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		-48,310			
b Gross sales price for all assets on line 6a 2,509,077					
7 Capital gain net income (from Part IV, line 2)			0		
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)		669	669	669	
12 Total. Add lines 1 through 11		1,400,720	214,647	214,647	
Revenue					
13 Compensation of officers, directors, trustees, etc		12,000	12,000	12,000	0
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		800	800	800	0
c Other professional fees (attach schedule)		30,755	30,755	30,755	0
17 Interest					
18 Taxes (attach schedule) (see instructions)		9,791	3,423	3,423	0
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		182	42	42	0
24 Total operating and administrative expenses.					
Add lines 13 through 23		53,528	47,020	47,020	0
25 Contributions, gifts, grants paid.		456,000			456,000
26 Total expenses and disbursements. Add lines 24 and 25		509,528	47,020	47,020	456,000
Operating and Administrative Expenses					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		891,192			
b Net investment income (if negative, enter -0-)			167,627		
c Adjusted net income (if negative, enter -0-)				167,627	

	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		332	332		
	2 Savings and temporary cash investments	210,156	502,327	502,327		
	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 page 15 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►	50	0	0		
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	5,989,187	5,519,190	6,117,968		
	c Investments—corporate bonds (attach schedule)	1,040,697	1,499,018	1,529,712		
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	457,250	1,027,250	1,021,604			
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)	7,697,340	8,548,117	9,171,943			
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)	0	0			
	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	8,019,477	8,019,477			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29 Retained earnings, accumulated income, endowment, or other funds	-322,137	528,640			
30 Total net assets or fund balances (see page 17 of the instructions)	7,697,340	8,548,117				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,697,340	8,548,117				

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	7,697,340
2	Enter amount from Part I, line 27a	2	891,192
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	8,588,532
5	Decreases not included in line 2 (itemize) ►	5	40,415
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,548,117

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.)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	-5,496
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	-7,373

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	-7,373
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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 page 18 of 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	426,382	7,967,521	0 053515
2010	334,500	7,514,456	0 044514
2009	318,029	6,652,481	0 047806
2008	395,604	8,114,761	0 048751
2007	422,260	8,690,181	0 048590

2 Total of line 1, column (d).	2	0 243176
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 048635
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,990,306
5 Multiply line 4 by line 3.	5	437,244
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,676
7 Add lines 5 and 6.	7	438,920
8 Enter qualifying distributions from Part XII, line 4.	8	456,000

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	1,676
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	1,676
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2.		5	1,676
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		7	5,000
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		8	
6	Credits/Payments		9	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000	
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.		10	3,324
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		11	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/>	3,324	Refunded <input checked="" type="checkbox"/>	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		Yes	No
d	Did the foundation file Form 1120-POL for this year?		Yes	No
(1)	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		Yes	No
(1)	On the foundation <input checked="" type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input checked="" type="checkbox"/> \$ <u>0</u>		Yes	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ <u>0</u>		Yes	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>		Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● By language in the governing instrument, or		Yes	
	● 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?		Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		Yes	
	<input checked="" type="checkbox"/> MA		Yes	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <input checked="" type="checkbox"/>		Yes	

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ► PRIVATE BANK TAX SERVICES Telephone no ► (401) 278-6825
Located at ► PO BOX 1802 PROVIDENCE RI ZIP +4 ► 029011802

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? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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		
1b 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	
1c 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	No
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 ► 20____, 20____, 20____, 20____	2b	
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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	3b	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012).		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
MARILYN D SARLES MD 60 EDMUNDS ROAD WELLESLEY, MA 02481	PRESIDENT 0 00	0	0	0
DANIEL G SARLES 60 EDMUNDS ROAD WELLESLEY, MA 02481	TREASURER 0 00	0	0	0
KATHRYN D GARVEY 79 GOVERNORS ROAD MILTON, MA 02186	CLERK 3 00	12,000	0	0
H JAY SARLES 60 EDMUNDS ROAD WELLESLEY, MA 02481	ASSISTANT 0 00	0	0	0

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.				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (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		

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	8,713,961
b	Average of monthly cash balances.	1b	413,253
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,127,214
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	9,127,214
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	136,908
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,990,306
6	Minimum investment return. Enter 5% of line 5.	6	449,515

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	449,515
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,676
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,676
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	447,839
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	447,839
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	447,839

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	456,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	456,000
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	1,676
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).	6	454,324
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				447,839
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,217	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 456,000				
a Applied to 2011, but not more than line 2a			1,217	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.			447,839	
e Remaining amount distributed out of corpus	6,944			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,944			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,944			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.	6,944			

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

1a	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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	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 organization 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))

See Additional Data Table

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

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 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 See Additional Data Table				
Total			► 3a	456,000
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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					
4 Dividends and interest from securities.					213,978
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.					669
8 Gain or (loss) from sales of assets other than inventory					-48,310
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		0	166,337
13 Total. Add line 12, columns (b), (d), and (e).					166,337

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
175 SHS ISHARES TR MSCI EAFE INDEX FD	P	2011-06-03	2012-01-06
75 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2011-06-03	2012-01-06
200 SHS YUM BRANDS INC	P	2011-06-03	2012-01-06
100 SHS YUM BRANDS INC	P	2011-06-03	2012-01-06
75 SHS ISHARES RUSSELL MIDCAP GROWTH	P	2011-06-03	2012-01-06
25 SHS ISHARES RUSSELL 2000 VALUE	P	2011-06-03	2012-01-06
25 SHS ISHARES RUSSELL 2000 GROWTH	P	2011-06-03	2012-01-06
250 SHS VANGUARD INTL EQUITY INDEX FD	P	2011-06-03	2012-01-06
650 SHS AMERICAN WTR WKS CO INC	P	2011-06-03	2012-01-06
250 SHS BAXTER INTERNATIONAL INC	P	2011-06-03	2012-01-06
600 SHS CMS ENERGY CORP	P	2011-06-03	2012-01-06
3400 SHS CMS ENERGY CORP	P	2011-06-03	2012-01-06
400 SHS GENERAL ELECTRIC CO	P	2011-06-03	2012-01-06
1900 SHS GENERAL ELECTRIC CO	P	2011-06-03	2012-01-06
400 SHS RAYTHEON CO	P	2011-06-03	2012-01-06
250 SHS REPUBLIC SERVICES INC	P	2011-06-03	2012-05-11
1900 SHS REPUBLIC SERVICES INC	P	2011-06-03	2012-05-11
250 SHS PNC BANK CORP	P	2012-01-06	2012-11-30
165 SHS ISHARES TR MSCI EAFE INDEX FD	P	2008-04-03	2012-01-06
235 SHS ISHARES TR MSCI EAFE INDEX FD	P	2006-05-16	2012-01-06
450 SHS REPUBLIC SERVICES INC	P	2010-08-04	2012-01-06
500 SHS RAYTHEON CO	P	2010-08-04	2012-01-06
150 SHS RAYTHEON CO	P	2010-08-04	2012-01-06
200 SHS ISHARES TR MSCI EAFE INDEX FD	P	2010-08-04	2012-01-06
225 SHS ISHARES TR MSCI EAFE INDEX FD	P	2010-05-24	2012-01-06
65 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2007-02-16	2012-01-06
90 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2008-04-03	2012-01-06
75 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2006-05-16	2012-01-06
300 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2009-06-17	2012-01-06
80 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2007-02-16	2012-01-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2008-04-03	2012-01-06
110 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2006-05-16	2012-01-06
75 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2010-05-24	2012-01-06
125 SHS ISHARES TR RUSSELL MIDCAP VALUE	P	2009-06-17	2012-01-06
20 SHS ISHARES TR RUSSELL 2000 VALUE	P	2007-02-16	2012-01-06
25 SHS ISHARES TR RUSSELL 2000 VALUE	P	2006-05-16	2012-01-06
30 SHS ISHARES TR RUSSELL 2000 VALUE	P	2008-04-03	2012-01-06
25 SHS ISHARES TR RUSSELL 2000 VALUE	P	2010-05-24	2012-01-06
100 SHS ISHARES TR RUSSELL 2000 VALUE	P	2009-06-17	2012-01-06
55 SHS ISHARES TR RUSSELL 2000 GROWTH	P	2007-02-16	2012-01-06
40 SHS ISHARES TR RUSSELL 2000 GROWTH	P	2006-05-16	2012-01-06
55 SHS ISHARES TR RUSSELL 2000 GROWTH	P	2008-04-03	2012-01-06
50 SHS ISHARES TR RUSSELL 2000 GROWTH	P	2010-05-24	2012-01-06
4991 68 SHS COLUMBIA ACORN TR FD CL Z	P	2006-05-17	2012-01-06
373 13 SHS COLUMBIA ACORN TR FD CL Z	P	2005-03-17	2012-01-06
1025 64 SHS COLUMBIA ACORN TR FD CL Z	P	2007-10-19	2012-01-06
674 41 SHS COLUMBIA ACORN TR INTL CL Z	P	2007-10-19	2012-01-06
3227 49 SHS COLUMBIA ACORN TR INTL CL Z	P	2006-05-17	2012-01-06
300 SHS GENERAL ELECTRIC CO	P	2006-03-23	2012-01-06
1000 SHS GENERAL ELECTRIC CO	P	2006-07-18	2012-01-06
300 SHS GENERAL ELECTRIC CO	P	2006-07-18	2012-01-06
700 SHS GENERAL ELECTRIC CO	P	2010-08-04	2012-01-06
4300 SHS ISHARES TR MSCI EMERGING MKTS	P	2010-05-25	2012-01-06
4200 SHS ISHARES TR MSCI EMERGING MKTS	P	2009-08-17	2012-01-06
1000 SHS ISHARES TR MSCI EMERGING MKTS	P	2009-08-17	2012-01-06
4900 SHS ISHARES TR MSCI EAFA INDEX FD	P	2009-08-17	2012-01-06
1050 SHS ISHARES TR MSCI EAFA INDEX FD	P	2009-08-17	2012-01-06
150000 SHS LILLY ELI & CO NT	P	2007-08-08	2012-03-15
550 SHS REPUBLIC SERVICES INC	P	2010-08-04	2012-05-11
300 SHS REPUBLIC SERVICES INC	P	2010-08-04	2012-05-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3698 SHS BANK OF AMERICA	P	2000-01-25	2012-10-04
1000 SHS AMERICAN WTR WKS CO INC	P	2011-06-03	2012-11-28
300 SHS AUTOMATIC DATA PROCESSING INC	P	2011-06-03	2012-11-28
100 SHS AUTOMATIC DATA PROCESSING INC	P	2011-06-03	2012-11-28
300 SHS COCA COLA	P	2008-04-07	2012-11-28
150 SHS CULLEN FROST BANKERS INC	P	2011-06-03	2012-11-28
50 SHS CULLEN FROST BANKERS INC	P	2011-06-03	2012-11-28
50 SHS FREEPORT-MCMORAN COPPER & GOLD	P	2011-06-03	2012-11-28
500 SHS FREEPORT-MCMORAN COPPER & GOLD	P	2011-06-03	2012-11-28
1000 SHS FREEPORT-MCMORAN COPPER & GOLD	P	2011-08-04	2012-11-28
200 SHS FREEPORT-MCMORAN COPPER & GOLD	P	2011-08-04	2012-11-28
100 SHS GENERAL DYNAMICS CORP	P	2011-06-03	2012-11-28
600 SHS GENERAL DYNAMICS CORP	P	2011-06-03	2012-11-28
400 SHS GENERAL DYNAMICS CORP	P	2010-08-04	2012-11-28
100 SHS GENERAL DYNAMICS CORP	P	2010-08-04	2012-11-28
100 SHS HONEYWELL INTL INC	P	2011-06-03	2012-11-28
300 SHS MICROSOFT CORP	P	2002-12-13	2012-11-28
50 SHS MICROSOFT CORP	P	2003-05-15	2012-11-28
200 SHS MICROSOFT CORP	P	2003-05-15	2012-11-28
300 SHS MICROSOFT CORP	P	2005-06-29	2012-11-28
150 SHS MICROSOFT CORP	P	2002-08-16	2012-11-28
200 SHS NESTLE S A ADR	P	2011-06-03	2012-11-28
400 SHS OCCIDENTAL PETROLEUM CORP	P	2011-06-03	2012-11-28
250 SHS PHILIP MORRIS INTL INC	P	2009-08-17	2012-11-28
350 SHS PHILIP MORRIS INTL INC	P	2009-08-17	2012-11-28
50 SHS PROCTOR & GAMBLE CO	P	2011-06-03	2012-11-28
50 SHS PROCTOR & GAMBLE CO	P	2010-05-25	2012-11-28
100 SHS SMUCKER J M CO	P	2011-06-03	2012-11-28
200 SHS TJX COS INC	P	2011-06-03	2012-11-28
400 SHS TJX COS INC	P	2011-06-03	2012-11-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 SHS TJX COS INC	P	2010-05-25	2012-11-28
250 SHS TEXAS INSTRUMENTS INC	P	2007-10-19	2012-11-28
1000 SHS TEXAS INSTRUMENTS INC	P	2007-10-19	2012-11-28
50 SHS TEXAS INSTRUMENTS INC	P	2011-06-03	2012-11-28
200 SHS TEXAS INSTRUMENTS INC	P	2011-06-03	2012-11-28
100 SHS TEXAS INSTRUMENTS INC	P	2008-04-07	2012-11-28
900 SHS TEXAS INSTRUMENTS INC	P	2008-04-07	2012-11-28
400 SHS TEXAS INSTRUMENTS INC	P	2009-08-17	2012-11-28
50 SHS TEXAS INSTRUMENTS INC	P	2009-08-17	2012-11-28
550 SHS WEYERHAEUSER CO	P	2011-06-03	2012-11-28
450 SHS WEYERHAEUSER CO	P	2011-06-03	2012-11-28
800 SHS YUM BRANDS INC	P	2011-06-03	2012-11-28
50 SHS YUM BRANDS INC	P	2010-08-04	2012-11-28
500 SHS YUM BRANDS INC	P	2010-08-04	2012-11-28
50 SHS YUM BRANDS INC	P	2007-08-07	2012-11-28
100 SHS YUM BRANDS INC	P	2006-01-04	2012-11-28
150 SHS PNC BANK CORP	P	2011-06-03	2012-11-30
800 SHS PNC BANK CORP	P	2011-06-03	2012-11-30
100 SHS STANLEY BLACK & DECKER INC	P	2011-06-03	2012-12-13
249 SHS STANLEY BLACK & DECKER INC	P	2011-06-03	2012-12-13
351 SHS STANLEY BLACK & DECKER INC	P	2011-06-03	2012-12-14
159 SHS STANLEY BLACK & DECKER INC	P	2010-08-04	2012-12-14
341 SHS STANLEY BLACK & DECKER INC	P	2010-08-04	2012-12-17
100 SHS STANLEY BLACK & DECKER INC	P	2010-08-04	2012-12-17
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,617		10,636	-2,019
3,305		3,566	-261
11,945		10,894	1,051
5,972		5,456	516
4,209		4,586	-377
1,674		1,812	-138
2,138		2,325	-187
9,655		12,171	-2,516
20,693		18,997	1,696
12,491		14,584	-2,093
12,979		11,847	1,132
73,547		67,119	6,428
7,450		7,574	-124
35,387		35,910	-523
19,209		19,526	-317
6,668		7,691	-1,023
50,680		58,418	-7,738
14,003		14,883	-880
8,124		12,313	-4,189
11,571		16,015	-4,444
12,436		14,600	-2,164
24,012		23,109	903
7,203		6,935	268
9,848		10,699	-851
11,079		10,818	261
2,864		3,369	-505
3,966		4,032	-66
3,305		3,333	-28
13,219		8,607	4,612
4,489		4,378	111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,173		5,823	350
6,173		5,470	703
4,209		3,457	752
7,014		4,506	2,508
1,339		1,653	-314
1,674		1,830	-156
2,009		2,054	-45
1,674		1,530	144
6,696		4,663	2,033
4,704		4,520	184
3,421		3,055	366
4,704		4,169	535
4,276		3,503	773
139,567		150,000	-10,433
10,433		9,869	564
35,385		50,000	-14,615
23,267		32,877	-9,610
111,348		128,486	-17,138
5,587		10,340	-4,753
18,625		32,368	-13,743
5,587		9,707	-4,120
13,037		11,547	1,490
164,257		153,123	11,134
160,437		144,648	15,789
38,199		34,370	3,829
240,954		243,677	-2,723
51,633		52,133	-500
150,000		154,928	-4,928
14,670		17,845	-3,175
8,002		9,730	-1,728

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,598		103,655	-69,057
37,486		29,226	8,260
16,607		16,022	585
5,536		5,336	200
11,154		9,062	2,092
8,139		8,347	-208
2,713		2,779	-66
1,901		2,505	-604
19,012		25,030	-6,018
38,023		37,249	774
7,605		7,441	164
6,518		7,061	-543
39,110		42,320	-3,210
26,073		25,309	764
6,518		6,324	194
6,052		5,761	291
8,144		7,978	166
1,357		1,289	68
5,429		5,150	279
8,143		7,560	583
4,072		3,697	375
13,015		12,963	52
30,133		41,690	-11,557
22,213		11,444	10,769
31,099		15,989	15,110
3,460		3,278	182
3,460		3,029	431
8,657		7,846	811
8,647		5,111	3,536
17,294		10,217	7,077

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,324		2,176	2,148
7,359		8,523	-1,164
29,436		34,053	-4,617
1,472		1,698	-226
5,887		6,791	-904
2,944		3,019	-75
26,492		27,005	-513
11,774		9,402	2,372
1,472		1,174	298
14,561		11,470	3,091
11,913		9,368	2,545
58,783		43,576	15,207
3,674		2,087	1,587
36,739		20,867	15,872
3,674		1,599	2,075
7,348		2,338	5,010
8,402		8,995	-593
44,810		47,938	-3,128
7,206		6,933	273
17,942		17,240	702
25,116		24,302	814
11,377		9,340	2,037
24,496		20,051	4,445
7,184		5,876	1,308
44,732			44,732

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(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))
			-2,019
			-261
			1,051
			516
			-377
			-138
			-187
			-2,516
			1,696
			-2,093
			1,132
			6,428
			-124
			-523
			-317
			-1,023
			-7,738
			-880
			-4,189
			-4,444
			-2,164
			903
			268
			-851
			261
			-505
			-66
			-28
			4,612
			111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(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))
			350
			703
			752
			2,508
			-314
			-156
			-45
			144
			2,033
			184
			366
			535
			773
			-10,433
			564
			-14,615
			-9,610
			-17,138
			-4,753
			-13,743
			-4,120
			1,490
			11,134
			15,789
			3,829
			-2,723
			-500
			-4,928
			-3,175
			-1,728

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-69,057
			8,260
			585
			200
			2,092
			-208
			-66
			-604
			-6,018
			774
			164
			-543
			-3,210
			764
			194
			291
			166
			68
			279
			583
			375
			52
			-11,557
			10,769
			15,110
			182
			431
			811
			3,536
			7,077

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(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))
			2,148
			-1,164
			-4,617
			-226
			-904
			-75
			-513
			2,372
			298
			3,091
			2,545
			15,207
			1,587
			15,872
			2,075
			5,010
			-593
			-3,128
			273
			702
			814
			2,037
			4,445
			1,308
			44,732

Form 990PF Part XV Line 1a - 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).

MARILYN D SARLES MD

H JAY SARLES

Form 990PF Part XV Line 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				
ALASKA CONSERVATION FOUNDATION 911 WEST 8TH AVE SUITE 300 ANCHORAGE, AK 99501	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	30,000
AMERICAN RIVERS 1101 14TH STREET NW SUITE 1400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	25,000
AMHERST COLLEGE 220 S PLEASANT STREET AMHERST, MA 01002	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	500
ANIMAL RESCUE LEAGUE OF BOSTON 10 CHANDLER STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500
NARSAD BRAIN & BEHAVIOR RESEARCH FOUNDATION 60 CUTTER MILL ROAD SUITE 404 GREAT NECK, NY 11021	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	5,000
BROWN MEDICAL SCHOOL 222 RICHMOND ST PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000
CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	5,000
CHARLES RIVER WATERSHED ASSOC 190 PARK ROAD WESTON, MA 02493	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	12,500
CUMMINGS VETERINARY FUND 200 WESTBORO ROAD NORTH GRAFTON, MA 01536	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000
DELTA SOCIETY 875 124TH AVE SUITE 101 BELLEVUE, WA 98005	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 100015004	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	50,000
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000
ECOFLIGHT 307 LASPEN AIRPORT BUSINESS CENTER ASPEN, CO 81611	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	3,000
GREATER YELLOWSTONE 215 S WALLACE BOZEMAN, MT 59715	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	60,000
HARVARD FIELD HOCKEY MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,500

Form 990PF Part XV Line 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				
LAKES REGION CONSERVATION 156 DANE ROAD CENTER HARBOR, NH 03226	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	25,000
MA COLLEGE OF PHARMACY 179 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	500
MASS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 350 SOUTH HUNTINGTON AVENUE BOSTON, MA 02130	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500
MILTON ACADEMY 170 CENTRE STREET MILTON, MA 02186	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	500
MOSES BROWN SCHOOL 250 LLOYD AVENUE PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	500
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 222031606	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	100,000
NOBLE AND GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 02026	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	3,250
NPR 1111 NORTH CAPITAL STREET NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	5,000
OXFAM AMERICA 226 CAUSEWAY STREET 5 BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	50,000
PLANNED PARENTHOOD MA 1055 COMMONWEALTH AVENUE BOSTON, MA 022151001	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000
PRINCETON UNIVERSITY PRINCETON UNIVERSITY PRINCETON, NJ 08544	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,000
TETON SCIENCE SCHOOLS 700 COYOTE CANYON ROAD JACKSON, WY 83001	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,500
TUFTONBORO FREE LIBRARY 221 MIDDLE ROAD TUFTONBORO, NH 03816	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	5,000
UNIVERSITY OF TEXAS AUSTIN 1 UNIVERSITY STATION AUSTIN, TX 78712	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	250
WILDLIFE TRUST 460 WEST 34TH STREET 17TH FLOOR NEW YORK, NY 100012320	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500

Form 990PF Part XV Line 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				
WOLFWOOD REFUGE PO BOX 312 IGNACIO, CO 81137	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500
YELLOWSTONE ASSOCIATION PO BOX 117 YELLOWSTONE NATL PARK, WY 82190	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,000
WORLD WILDLIFE FUND 1250 24TH STREET NW WASHINGTON, DC 20037	NONE	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500
Total			► 3a	456,000

2012

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

Name of the organization
EAGLEMERE FOUNDATION INC**Employer identification number**

04-3424302

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 EAGLEMERE FOUNDATION INC	Employer identification number 04-3424302
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Name of organization
EAGLEMERE FOUNDATION INC

Employer identification number
04-3424302

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
	See Additional Data Table	\$ _____	_____
(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 EAGLEMERE FOUNDATION INC		Employer identification number 04-3424302	
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 <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> 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	
—	—	—	—

Additional Data

Software ID:
Software Version:
EIN: 04-3424302
Name: EAGLEMERE FOUNDATION INC

Form 990 Schedule B, 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	JAY MARILYN SARLES 60 EDMUNDS ROAD WELLESLEY, MA 02481	\$ 120,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SARLES 2001 CHARITABLE REMAINDER 6 60 EDMUNDS ROAD WELLESLEY, MA 02481	\$ 26,805	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 60 EDMUNDS ROAD WELLESLEY, MA 02481	\$ 7,942	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 63 EDMUNDS ROAD WELLESLEY, MA 02484	\$ 12,953	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 64 EDMUNDS ROAD WELLESLEY, MA 02485	\$ 14,171	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 65 EDMUNDS ROAD WELLESLEY, MA 02486	\$ 16,338	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
7	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 62 EDMUNDS ROAD WELLESLEY, MA 02483	\$ 14,180	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 67 EDMUNDS ROAD WELLESLEY, MA 02488	\$ 13,092	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 68 EDMUNDS ROAD WELLESLEY, MA 02489	\$ 17,533	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 69 EDMUNDS ROAD WELLESLEY, MA 02490	\$ 15,836	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 70 EDMUNDS ROAD WELLESLEY, MA 02491	\$ 14,028	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 71 EDMUNDS ROAD WELLESLEY, MA 02492	\$ 134,390	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
13	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 72 EDMUNDS ROAD WELLESLEY, MA 02493	\$ 57,750	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 66 EDMUNDS ROAD WELLESLEY, MA 02487	\$ 12,635	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 73 EDMUNDS ROAD WELLESLEY, MA 02494	\$ 42,596	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 74 EDMUNDS ROAD WELLESLEY, MA 02495	\$ 45,674	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 75 EDMUNDS ROAD WELLESLEY, MA 02496	\$ 159,297	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 76 EDMUNDS ROAD WELLESLEY, MA 02497	\$ 20,837	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
19	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 77 EDMUNDS ROAD WELLESLEY, MA 02498	\$ 8,099	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
20	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 78 EDMUNDS ROAD WELLESLEY, MA 02499	\$ 8,517	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
21	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 79 EDMUNDS ROAD WELLESLEY, MA 02500	\$ 25,800	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
22	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 80 EDMUNDS ROAD WELLESLEY, MA 02501	\$ 9,875	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
23	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 81 EDMUNDS ROAD WELLESLEY, MA 02502	\$ 13,600	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
24	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 82 EDMUNDS ROAD WELLESLEY, MA 02503	\$ 12,852	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
25	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 83 EDMUNDS ROAD WELLESLEY, MA 02504	\$ 11,116	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
26	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 84 EDMUNDS ROAD WELLESLEY, MA 02505	\$ 18,630	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
27	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 85 EDMUNDS ROAD WELLESLEY, MA 02506	\$ 39,100	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
28	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 86 EDMUNDS ROAD WELLESLEY, MA 02507	\$ 53,429	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
29	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 87 EDMUNDS ROAD WELLESLEY, MA 02508	\$ 13,176	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
30	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 88 EDMUNDS ROAD WELLESLEY, MA 02509	\$ 13,045	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
31	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 89 EDMUNDS ROAD WELLESLEY, MA 02510	\$ 10,706	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
32	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 90 EDMUNDS ROAD WELLESLEY, MA 02511	\$ 14,562	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
33	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 91 EDMUNDS ROAD WELLESLEY, MA 02512	\$ 14,545	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
34	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 92 EDMUNDS ROAD WELLESLEY, MA 02513	\$ 24,158	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
35	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 93 EDMUNDS ROAD WELLESLEY, MA 02514	\$ 8,855	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
36	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 94 EDMUNDS ROAD WELLESLEY, MA 02515	\$ 19,648	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
37	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 95 EDMUNDS ROAD WELLESLEY, MA 02516	\$ 13,366	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
38	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 96 EDMUNDS ROAD WELLESLEY, MA 02517	\$ 7,280	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
39	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 97 EDMUNDS ROAD WELLESLEY, MA 02518	\$ 15,153	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
40	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 98 EDMUNDS ROAD WELLESLEY, MA 02519	\$ 10,514	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
41	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 99 EDMUNDS ROAD WELLESLEY, MA 02520	\$ 11,595	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
42	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 100 EDMUNDS ROAD WELLESLEY, MA 02521	\$ 14,048	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 101 EDMUNDS ROAD WELLESLEY, MA 02522	\$ 12,743	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
44	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 102 EDMUNDS ROAD WELLESLEY, MA 02523	\$ 10,224	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
45	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 103 EDMUNDS ROAD WELLESLEY, MA 02524	\$ 13,390	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
46	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 104 EDMUNDS ROAD WELLESLEY, MA 02525	\$ 12,524	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
47	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 105 EDMUNDS ROAD WELLESLEY, MA 02526	\$ 7,108	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
48	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 106 EDMUNDS ROAD WELLESLEY, MA 02527	\$ 10,505	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
49	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 107 EDMUNDS ROAD WELLESLEY, MA 02528	\$ 17,571	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, 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
50	SARLES 2001 CHARITABLE REMAINDER 6 ANNUITY TRUST 60 EDMUNDS ROAD WELLESLEY, MA 02481	\$ <u>12,592</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	150 SHS ACCENTURE PLC	\$ 7,942	2012-01-04
4	150 SHS AIR PRODS & CHEMS INC	\$ 12,953	2012-01-04
5	450 SHS AMERICAN WTR WKS CO	\$ 14,171	2012-01-04
6	300 SHS AUTOMATIC DATA PROCESSING	\$ 16,338	2012-01-04
7	250 SHS ABBOTT LABS	\$ 14,180	2012-01-04
8	600 SHS CMS ENERGY CORP	\$ 13,092	2012-01-04
9	250 SHS CHUBB CORP	\$ 17,533	2012-01-04
10	850 SHS CISCO SYS INC	\$ 15,836	2012-01-04
11	200 SHS COCA COLA CO	\$ 14,028	2012-01-04
12	4820 299 SHS COLUMBIA ACORN FUND	\$ 134,390	2012-01-04
13	1647 169 SHS COLUMBIA ACORN INTL FUND	\$ 57,750	2012-01-04
14	250 SHS BAXTER INTL INC	\$ 12,635	2012-01-04
15	4545 982 SHS COLUMBIA INCOME OPPORTUNITIES	\$ 42,596	2012-01-04
16	3016 754 SHS COLUMBIA SMALL CAP CORE FUND	\$ 45,674	2012-01-04
17	16838 979 SHS COLUMBIA BOND FUND	\$ 159,297	2012-01-04
18	2490 66 SHS CREDIT SUISSE COMMODITY RETURN	\$ 20,837	2012-01-04
19	150 SHS CULLEN FROST BANKERS INC	\$ 8,099	2012-01-04
20	150 SHS DIAMOND OFFSHORE DRILLING INC	\$ 8,517	2012-01-04
21	300 SHS EXXON MOBIL CORP	\$ 25,800	2012-01-04
22	250 SHS FREEPORT MCMORAN COPPER & GOLD	\$ 9,875	2012-01-04
23	200 SHS GENERAL DYNAMICS CORP	\$ 13,600	2012-01-04
24	700 SHS GENERAL ELECTRIC CO	\$ 12,852	2012-01-04
25	200 SHS HONEYWELL INTL INC	\$ 11,116	2012-01-04
26	100 SHS INTERNATIONAL BUSINESS MACHS	\$ 18,630	2012-01-04
27	1000 SHS ISHARES MSCI EMERGING MKTS	\$ 39,100	2012-01-04
28	1050 SHS ISHARES MSCI EAFE INDEX FD	\$ 53,429	2012-01-04
29	200 SHS JOHNSON & JOHNSON	\$ 13,176	2012-01-04
30	350 SHS KRAFT FOODS INC	\$ 13,045	2012-01-04
31	400 SHS MICROSOFT CORP	\$ 10,706	2012-01-04
32	250 SHS NESTLE SA	\$ 14,562	2012-01-04
33	250 SHS NOVARTIS AG	\$ 14,545	2012-01-04
34	250 SHS OCCIDENTAL PETE CORP	\$ 24,158	2012-01-04
35	150 SHS PNC FINL SVCS GROUP INC	\$ 8,855	2012-01-04
36	250 SHS PHILIP MORRIS INTL INC	\$ 19,648	2012-01-04
37	200 SHS PROCTER & GAMBLE CO	\$ 13,366	2012-01-04
38	150 SHS RAYTHEON CO	\$ 7,280	2012-01-04
39	550 SHS REPUBLIC SVCS INC	\$ 15,153	2012-01-04
40	150 SHS SCHLUMBERGER LTD	\$ 10,514	2012-01-04
41	150 SHS SMUCKER JM CO	\$ 11,595	2012-01-04
42	200 SHS STANLEY BLACK & DECKER	\$ 14,048	2012-01-04
43	200 SHS TJX COS INC	\$ 12,743	2012-01-04
44	200 SHS TARGET CORP	\$ 10,224	2012-01-04
45	450 SHS TEXAS INSTR INC	\$ 13,390	2012-01-04
46	150 SHS 3M CO	\$ 12,524	2012-01-04
47	250 SHS WELLS FARGO & CO	\$ 7,108	2012-01-04
48	550 SHS WEYERHAEUSER CO	\$ 10,505	2012-01-04
49	300 SHS YUM BRANDS	\$ 17,571	2012-01-04
50	400 SHS TE CONNECTIVITY LTD	\$ 12,592	2012-01-04
		\$	
		\$	

TY 2012 Accounting Fees Schedule

Name: EAGLEMERE FOUNDATION INC

EIN: 04-3424302

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	800	800	800	0

TY 2012 Investments Corporate Bonds Schedule

Name: EAGLEMERE FOUNDATION INC

EIN: 04-3424302

Name of Bond	End of Year Book Value	End of Year Fair Market Value
5000 SHS ISHARES S&P US PFD STK INDEX	198,350	198,100
150000 SHS LILLY ELI & CO	0	0
150000 SHS CITIGROUP INC	151,728	153,825
100000 SHS CISCO	102,141	101,496
46762.468 SHS COLUMBIA BOND FUND CLASS Z SHS	414,067	442,373
59604.96 SHS COLUMBIA CORE BOND	0	0
21844.451 SHS COLUMBIA INCOME OPPORTUNITIES	226,384	220,192
100000 SHS JP MORGAN CHASE & CO	105,899	105,361
100000 SHS PEPSICO INC	100,647	100,458
100000 SHS WALMART STORES	106,653	105,061
10860.195 SHS COLUMBIA INTERMEDIATE BOND FUND	93,149	102,846

**TY 2012 Investments Corporate
Stock Schedule**

Name: EAGLEMERE FOUNDATION INC

EIN: 04-3424302

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1550 SHS ABBOTT LABS	75,393	101,525
950 SHS ACCENTURE	53,128	63,175
1050 SHS AIR PRODS & CHEMS INC	86,302	88,221
1300 SHS AMERICAN WTR WKS CO	37,988	48,269
200 SHS APPLE INC	115,477	106,435
1400 SHS AUTOMATIC DATA PROCESSING INC	74,710	79,702
30000 SHS BANK OF AMERICA CORP	644,185	348,300
1500 SHS BAXTER INTL INC	77,370	99,990
900 SHS BECTON DICKINSON & CO	65,747	70,371
300 SHS BLACKROCK INC	53,860	62,013
1450 SHS CHUBB CORP	94,327	109,214
5450 SHS CISCO SYS INC	89,461	107,089
700 SHS COACH	41,261	38,857
3400 SHS CMS ENERGY CORP	0	0
2100 SHS COCA COLA CO	52,592	76,125
2000 SHS CORNING INC	24,250	25,240
850 SHS CULLEN FROST BANKERS INC	47,237	46,130
500 SHS DEERE & CO	41,981	43,210
950 SHS DIAMOND OFFSHORE DRILLING INC	68,314	64,562
1400 SHS EMERSON ELECTRIC CO	65,995	74,144
1500 SHS FREEPORT MCMORAN COPPER & GOLD	0	0
3900 SHS GENERAL ELEC CO	0	0
1000 SHS GENERAL DYNAMICS CORP	0	0
1900 SHS EXXON MOBIL CORP	123,148	164,445
3439.112 SHS HARBOR INTERNATIONAL FUND	220,000	213,638
1300 SHS HONEYWELL INTL INC	55,270	82,511
600 SHS IBM	47,457	114,930
1200 SHS JOHNSON & JOHNSON	71,801	84,120
750 SHS KRAFT FOODS INC	24,898	34,103
1600 SHS MICROSOFT CORP	37,265	42,736

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2250 SHS MONDELIZ INTL INC	46,056	57,270
1350 SHS NESTLE SA	69,265	87,901
1650 SHS NOVARTIS A G	89,693	104,445
1250 SHS OCCIDENTAL PETE CORP DEL	99,511	95,763
1300 SHS PEPSICO INC	85,232	88,959
1150 SHS PHILIP MORRIS INTL INC	52,536	96,186
800 SHS PNC FINL SVCS GROUP INC	0	0
1100 SHS PROCTER & GAMBLE CO	66,598	74,679
500 SHS QUALCOMM INC	31,015	30,930
900 SHS RAYTHEON CO	0	0
2900 SHS REPUBLIC SVCS INC	0	0
500 SHS ROCHE HLDG LTD	24,188	25,127
1250 SHS SCHLUMBERGER LTD	88,875	86,623
950 SHS SMUCKER J M CO	74,526	81,928
1100 SHS STANLEY BLACK & DECKER	0	0
1300 SHS TARGET CORP	67,019	76,921
2600 SHS TE CONNECTIVITY LTD	93,334	96,512
2300 SHS TEXAS INSTRS INC	0	0
1900 SHS TJX COS INC NEW	35,411	80,655
1000 SHS UNITED PARCEL SVC INC	73,584	73,730
2400 SHS WELLS FARGO & CO	66,209	82,032
2650 SHS WEYERHAEUSER CO	55,166	73,723
150 SHS YUM BRANDS INC	0	0
950 SHS 3M CO	84,880	88,206
12977.186 SHS COLUMBIA ACORN FUND CLASS Z	290,322	395,155
1500 SHS ISHARES RUSSELL 2000 VALUE INDEX	77,760	113,265
2000 SHS ISHARES RUSSELL MIDCAP INDEX	175,290	226,200
10275.973 SHS COLUMBIA SMALL CAP CORE FUND	177,192	166,882
5200 SHS ISHARES DOW JONES EPAC SELECT	168,584	175,084
4390.408 SHS COLUMBIA ACORN FUND INTL FUND	151,514	179,304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4900 SHS ISHARES MSCI EAFE INDEX	0	0
8500 SHS ISHARES MSCI EMERGING MKTS INDEX	0	0
12000 SHS VANGUARD MSCI EMERGING MKTS	440,943	534,360
4075 SHS ISHARES TR RUSSELL 1000 INDEX FUND	253,424	322,536
575 SHS ISHARES RUSSELL MIDCAP GROWTH INDEX	0	0
605 SHS ISHARES RUSSELL MIDCAP VALUE INDEX	0	0
225 SHS ISHARES RUSSELL 2000 GROWTH INDEX	0	0
225 SHS ISHARES RUSSELL 2000 VALUE INDEX	0	0
1100 SHS ISHARES MSCI EAFE INDEX FUND	0	0
1275 SHS ISHARES DOWN JONES EPAC SELECT DIV	41,336	42,929
2050.381 SHS CAMBIAR SMALL CAP FUND	35,000	38,219
2345.789 SHS JOHN HANCOCK FDS III DISCIPLINED VALUE	27,000	31,199
1091.778 SHS PRUDENTIAL JENNISON MID CAP GROWTH FD	32,000	35,395
1750 SHS VANGUARD MSCI EMERGING MKTS ETF	56,310	66,795

TY 2012 Investments - Other Schedule

Name: EAGLEMERE FOUNDATION INC**EIN:** 04-3424302

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
56337.647 SHS CREDIT SUISSE COMMODITY - RETURN PLUS	AT COST	435,000	452,391
20358.306 SHS HUSSMAN INV STRATEGIC GROWTH FUND	AT COST	250,000	218,037
5360.206 SHS PERMANENT PORTFOLIO	AT COST	250,000	260,720
5302.66 SHS CREDIT SUISSE COMMODITY - RETURN PLUS	AT COST	42,250	42,580
2035.831 SHS HUSSMAN INV STRATEGIC GROWTH FUND	AT COST	25,000	21,804
536.021 SHS PERMANENT PORTFOLIO	AT COST	25,000	26,072

TY 2012 Other Decreases Schedule

Name: EAGLEMERE FOUNDATION INC**EIN:** 04-3424302

Description	Amount
UNREALIZED GAIN ON CONTRIBUTED ASSETS	40,415

TY 2012 Other Expenses Schedule

Name: EAGLEMERE FOUNDATION INC

EIN: 04-3424302

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIVIDEND FEES	42	42	42	0
STATE FILING FEE	140	0	0	0

TY 2012 Other Income Schedule

Name: EAGLEMERE FOUNDATION INC**EIN:** 04-3424302

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	669	669	669

TY 2012 Other Professional Fees Schedule

Name: EAGLEMERE FOUNDATION INC**EIN:** 04-3424302

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	30,755	30,755	30,755	0

TY 2012 Substantial Contributors Schedule

Name: EAGLEMERE FOUNDATION INC

EIN: 04-3424302

Name	Address
MARILYN SARLES	60 EDMUNDS ROAD WELLESLEY, MA 02481
H JAY SARLES	60 EDMUNDS ROAD WELLESLEY, MA 02481

TY 2012 Taxes Schedule

Name: EAGLEMERE FOUNDATION INC**EIN:** 04-3424302

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,423	3,423	3,423	0
FEDERAL TAXES	6,368	0	0	0