Form **990-PF** | Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
ELLIOTT BADGLEY FOUNDATION INC
C/O SUSANNA BADGLEY PLACE

A Employer identification number: 04-3488447

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
224 ADAMS STREET

B Telephone number: (617) 248-4760

City or town, state, and ZIP code
MILTON, MA 02186-4201

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return [X] Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,496,939.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	490,103.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
	4 Dividends and interest from securities	29,931.	29,866.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	418,556.			
	b Gross sales price for all assets on line 6a 623,495.				
	7 Capital gain net income (from Part IV, line 2)		418,556.		
	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	928.	0.		STATEMENT 3
	12 **Total** Add lines 1 through 11	939,529.	448,433.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	8,718.	4,359.		4,359.
	c Other professional fees STMT 5	13,905.	13,905.		0.
	17 Interest				
	18 Taxes STMT 6	968.	968.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	1,290.	1,255.		35.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,881.	20,487.		4,394.
	25 Contributions, gifts, grants paid	39,010.			39,010.
	26 **Total expenses and disbursements** Add lines 24 and 25	63,891.	20,487.		43,404.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	875,638.			
	b **Net investment income** (if negative, enter -0-)		427,946.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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ELLIOTT BADGLEY FOUNDATION INC

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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
Assets	1 Cash - non-interest-bearing	655.		
	2 Savings and temporary cash investments	71,617.	154,715.	154,715.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	710,888.	1,122,548.	1,303,024.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	47,001.	39,200.	39,200.
	14 Land, buildings, and equipment. basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	830,161.	1,316,463.	1,496,939.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	799,906.	1,270,390.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	30,255.	46,073.	
	30 **Total net assets or fund balances**	830,161.	1,316,463.	
	31 **Total liabilities and net assets/fund balances**	830,161.	1,316,463.	

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	830,161.
2	Enter amount from Part I, line 27a	2	875,638.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	632.
4	Add lines 1, 2, and 3	4	1,706,431.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	389,968.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,316,463.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT ATTACHED	P	VARIOUS	12/31/12
b	SEE STATEMENT ATTACHED	P	VARIOUS	12/31/12
c	ROBINHOOD COVE PARTNERS	P	VARIOUS	12/31/12
d	CAPITAL GAINS DIVIDENDS			
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	133,711.		128,224.	5,487.
b	485,787.		76,715.	409,072.
c	1,275.			1,275.
d	2,722.			2,722.
e				

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

	(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))
a				5,487.
b				409,072.
c				1,275.
d				2,722.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 418,556.

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	25,095.	983,300.	.025521
2010	41,498.	870,080.	.047694
2009	31,400.	657,707.	.047742
2008	67,625.	677,970.	.099746
2007	59,600.	404,697.	.147271

2	**Total** of line 1, column (d)	2	.367974
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	.073595
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,219,182.
5	Multiply line 4 by line 3	5	89,726.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,279.
7	Add lines 5 and 6	7	94,005.
8	Enter qualifying distributions from Part XII, line 4	8	43,404.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b		1	8,559.
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	8,559.
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	8,559.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 680.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 10,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	10,680.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,121.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,121. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHOATE HALL & STEWART LLP Telephone no. ▶ (617) 248-4760
Located at ▶ TWO INTERNATIONAL PLACE, BOSTON, MA ZIP+4 ▶ 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	*If the provisions of section 4942(a)(2) are being applied to* **any** *of the years listed in 2a, list the years here.* ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SUSANNA B PLACE 224 ADAMS STREET MILTON, MA 02186	PRESIDENT 1.00	0.	0.	0.
DAVID E PLACE (DECEASED 8/23/12) 224 ADAMS STREET MILTON, MA 02186	TREASURER 1.00	0.	0.	0.
ROBERT D PERKINS 127 KENSINGTON ROAD HAMPTON FALLS, NH 03844	CLERK 1.00	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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	1,161,364.
b	Average of monthly cash balances	1b	76,384.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,237,748.
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	1,237,748.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,566.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,219,182.
6	**Minimum investment return** Enter 5% of line 5	6	60,959.

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	60,959.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 8,559.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	8,559.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,400.
4	Recoveries of amounts treated as qualifying distributions	4	100.
5	Add lines 3 and 4	5	52,500.
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	52,500.

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	43,404.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,404.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	43,404.

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				52,500.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 38,284.				
b From 2008 40,597.				
c From 2009 1,126.				
d From 2010 246.				
e From 2011				
f **Total** of lines 3a through e	80,253.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 43,404.				
a Applied to 2011, but not more than line 2a			0.	
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				43,404.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	9,096.			9,096.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	71,157.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	29,188.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	41,969.			
10 Analysis of line 9:				
a Excess from 2008 40,597.				
b Excess from 2009 1,126.				
c Excess from 2010 246.				
d Excess from 2011				
e 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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))

SEE STATEMENT 12

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 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
a Paid during the year				
SEE STATEMENT ATTACHED		PUBLIC	GENERAL	39,010.
Total			▶ 3a	39,010.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11.	
4 Dividends and interest from securities			14	29,931.	
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			01	928.	
8 Gain or (loss) from sales of assets other than inventory			18	418,556.	
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.		449,426.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 449,426.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Signature of officer or trustee: [signature] Date: 11/12/13 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK LAVOIE	Patrick Lavoie CPA	11/8/13		P00491156
Firm's name ▶ CHOATE HALL & STEWART LLP			Firm's EIN ▶ 04-1175860	
Firm's address ▶ P O BOX 961019 BOSTON, MA 02196			Phone no. 617-248-4760	

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	Employer identification number
ELLIOTT BADGLEY FOUNDATION INC C/O SUSANNA BADGLEY PLACE	04-3488447

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
ELLIOTT BADGLEY FOUNDATION INC
C/O SUSANNA BADGLEY PLACE

Employer identification number
04-3488447

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	DAVID E PLACE TRUST - BEQUEST UNDER ARTICLE 4(F)(3) C/O CHOATE HALL & STEWART TWO INT'L PLACE BOSTON, MA 02110	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	DAVID E. PLACE 224 ADAMS STREET MILTON, MA 02186	$ 201,576.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	SUSANNA B PLACE 224 ADAMS STREET MILTON, MA 02186	$ 188,527.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
ELLIOTT BADGLEY FOUNDATION INC C/O SUSANNA BADGLEY PLACE	04-3488447

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
2	2,793 SHS PANDORA(4/11/12); 1,681 SHS LINKEDIN(968,4/11/12;713,6/13/12); 521 SHS IMPERVA(6/15/12)	$ 201,576.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	2,793 SHS PANDORA(4/6/12); 1,325 SHS LINKEDIN(968,4/6/12;357,6/13/12); 1,136 SHS FACEBOOK(12/7/12)	$ 188,527.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ELLIOTT BADGLEY FOUNDATION INC C/O SUSANNA BADGLEY PLACE	04-3488447

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

(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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BLACKROCK LIQ FD FED TRST	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES	30,783.	2,722.	28,061.
ROBINHOOD COVE PARTNERS - DIVIDENDS AND INTEREST	1,870.	0.	1,870.
TOTAL TO FM 990-PF, PART I, LN 4	32,653.	2,722.	29,931.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	928.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	928.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - BOOKKEEPING SERVICES	1,000.	500.		500.
CHOATE HALL & STEWART LLP - TAX PREPARATION	7,718.	3,859.		3,859.
TO FORM 990-PF, PG 1, LN 16B	8,718.	4,359.		4,359.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - INVESTMENT MANAGEMENT	13,905.	13,905.		0.
TO FORM 990-PF, PG 1, LN 16C	13,905.	13,905.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	968.	968.		0.
TO FORM 990-PF, PG 1, LN 18	968.	968.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FORM PC FILING FEE	35.	0.		35.
ROBINHOOD COVE PARTNERS - INVESTMENT INTEREST EXPENSE	48.	48.		0.
ROBINHOOD COVE PARTNERS - PORTFOLIO DEDUCTIONS	1,207.	1,207.		0.
TO FORM 990-PF, PG 1, LN 23	1,290.	1,255.		35.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
2011 INTEREST RECEIVED IN 2012	2.
2011 DIVIDENDS RECEIVED IN 2012	526.
RECOVERY OF PRIOR YEAR DISTRIBUTIONS	100.
ROUNDING	4.
TOTAL TO FORM 990-PF, PART III, LINE 3	632.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE FOR K-1 AMOUNTS	9,691.
2012 DIVIDENDS RECEIVED IN 2013	720.
BOOK/TAX DIFFERENCE ON ASSETS CONTRIBUTED IN 2012	379,307.
T ROWE PRICE REAL ESTATE FUND - RETURN OF CAPITAL ADJUSTMENT	250.
TOTAL TO FORM 990-PF, PART III, LINE 5	389,968.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,122,548.	1,303,024.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,122,548.	1,303,024.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIP INTEREST ROBINHOOD COVE PARTNERS	COST	39,200.	39,200.
TOTAL TO FORM 990-PF, PART II, LINE 13		39,200.	39,200.

FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 12

NAME OF MANAGER

SUSANNA B PLACE
DAVID E PLACE (DECEASED 8/23/12)

ELLIOTT BADGLEY FOUNDATION, INC				
Tax Year 2012				
EIN 04-3488447				
Form 990-PF, Part II				
Asset Name	Ticker	Quantity	Market Value	Total Cost
BLACKROCK LIQ FD FED TRST-IN	ID: TFFXX	154,714 92	$154,714.92	$154,714 92
CASH - INCOME		0.00	$0 00	$0 00
Total			$154,714.92	$154,714 92
CREDIT SUISSE COMM RET ST-CO	ID· CRSOX	8,637 60	$69,359 90	$66,731 00
FIDELITY HIGH INCOME FUND	ID. SPHIX	2,777 06	$25,937 74	$24,799 15
GATEWAY FUND	ID GTEYX	2,174 76	$58,957.74	$57,580 40
MFS EMERGING MKTS DEBT FD I	ID. MEDIX	1,720 89	$28,102 08	$22,000 74
SPDR TRUST SERIES 1	ID· MDY	60.00	$11,142.60	$5,880.42
T ROWE PRICE REAL ESTATE FUND	ID. TRREX	751.24	$15,783.59	$8,359 02
WELLS FARGO INTL BOND FUND-INST	ID ESICX	4,663.20	$54,466.15	$51,418 52
GOLDMAN SACHS LOC EMG MK-I	ID· GIMDX	3,413.60	$33,658 14	$32,830 40
ISHARES MSCI CANADA INDEX FUND	ID EWC	280 00	$7,952 00	$5,152 00
ISHARES TR MSCI EAFE GROWTH INCOME	ID· EFG	985 00	$59,139.40	$54,507 37
LAZARD EMERGING MKTS PORT-IN	ID. LZEMX	1,362.74	$26,627 98	$20,586 63
MFS INTERNATIONAL VALUE FUND	ID. MINIX	2,131 03	$60,030 97	$55,705 00
NEUBERGER BERMAN SOC RES-INV	ID NBSRX	10,036 23	$272,182 45	$176,690 71
POWERSHARES BUYBACK ACHIEVERS	ID PKW	1,160 00	$34,568 00	$34,011 47
TEMPLETON FRONTIER MARKETS FUND	ID FFRZX	2,708.24	$43,440 17	$36,850.00
VANGUARD FTSE ALL WORLD X-US SC	ID. VSS	335 00	$30,448 15	$31,728.08
VANGUARD MSCI EAFE ETF	ID VEA	4,630 00	$163,114.90	$148,451 21
VANGUARD DIVIDEND APPRECIATION	ID· VIG	460 00	$27,402.20	$27,508 00
VANGUARD MSCI EMERGING MARKETS ETF	ID. VWO	2,075.00	$92,399 75	$85,852 20
VANGUARD GLOBAL EX-U.S REAL ESTATE	ID. VNQI	275 00	$15,133 25	$12,614 44
VIRTUS EMERGING MARKETS OPP FUND	ID· HIEMX	2,608 34	$26,891.98	$23,665.00
WISDOMTREE EMERGING MKTS S/C DIV FD	ID DGS	410 00	$20,270 40	$18,034 11
PIMCO TOTAL RETURN FUND-INST	ID PTTRX	5,723 35	$64,330.50	$61,717 66
VANGUARD TOTL BD MKT IDX	ID. VBTSX	5,562 15	$61,684 20	$59,874 80
Total			$1,303,024 24	$1,122,548 33
LIMITED PARTNERSHIP ROBINHOOD	ID. 999992C22	39,200 00	$39,200 00	$39,200 00
Total			$39,200.00	$39,200.00

FROM 01/01/2012
TO 12/31/2012

RUN 04/23/2013
01 50 26 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER TPK
TRUST ADMINISTRATOR 47
INVESTMENT OFFICER.

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
804 5630 FIDELITY ADV GLOB COMM ST - 31618H606 - MINOR = 64							
SOLD		04/09/2012	11698.35				
ACQ	724 2690	05/24/2010	10530.87	9162 00	1368 87	LT15	Y
	80.2940	04/27/2011	1167 48	1475 00	-307.52	ST	Y
835 0000 ISHARES MSCI GERMANY - 464286806 - MINOR = 63							
SOLD		04/09/2012	18352 90				
ACQ	340 0000	05/20/2010	7473 04	6599.40	873 64	LT15	Y
	495 0000	12/08/2011	10879.86	9735.99	1143 87	ST	Y
190 0000 ISHARES CORE S&P SMALL-CAP ETF - 464287804 - MINOR = 63							
SOLD		04/09/2012	14112.88				
ACQ	190 0000	04/16/2009	14112.88	7799 51	6313 37	LT15	Y
968 0000 LINKEDIN CORP-A - 53578A108 - MINOR = 43							
SOLD		04/09/2012	95533 25				
ACQ	968.0000	09/24/2004	95533.25	674.21	94859 04	LT15	Y
2793 0000 PANDORA MEDIA INC - 698354107 - MINOR = 43							
SOLD		04/09/2012	25696 98				
ACQ	2793.0000	07/09/2009	25696.98	2308.36	23388.62	LT15	Y
440 0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59							
SOLD		04/09/2012	8857 20				
ACQ	440 0000	12/17/2008	8857.20	4887 81	3969.39	LT15	Y
FOUND UPDATE 02/16/13							
80 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63							
SOLD		04/09/2012	14156.80				
ACQ	80 0000	04/16/2009	14156.80	7840 56	6316.24	LT15	Y
775 0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD		04/09/2012	44639 00				
ACQ	550.0000	04/25/2011	31679 29	30926.50	752.79	ST	Y
	225 0000	12/08/2011	12959 71	12190.50	769.21	ST	Y
500 0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 63							
SOLD		05/08/2012	16054.65				
ACQ	500 0000	09/04/2009	16054 65	16491 45	-436 80	LT15	Y
95 0000 VANGUARD FTSE ALL WORLD X-US SC - 922042718 - MINOR = 63							
SOLD		05/08/2012	8081.26				
ACQ	80 0001	04/25/2011	6805 28	8427 43	-1622.15	LT-W	Y
	14.9999	04/25/2011	1275 98	1580 13	-304 15	LT15	Y
FOUND UPDATE 06/01/12							
2038.0000 LINKEDIN CORP-A - 53578A108 - MINOR = 43							
SOLD		06/15/2012	201523 72				
ACQ	968 0000	07/09/2009	95718 82	674 21	95044 61	LT15	Y
	713 0000	09/24/2004	70503.64	459 17	70044 47	LT15	Y
	357 0000	09/24/2004	35301.26	229 91	35071.35	LT15	Y
2793 0000 PANDORA MEDIA INC - 698354107 - MINOR = 43							
SOLD		06/15/2012	29064 42				
ACQ	2793 0000	07/09/2009	29064.42	2308 36	26756 06	LT15	Y
190 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63							
SOLD		06/15/2012	6634 65				
ACQ	190 0000	04/16/2009	6634.65	4751 90	1882 75	LT15	Y
521 0000 IMPERVA INC - 45321L100 - MINOR = 43							
SOLD		10/18/2012	16336 99				
ACQ	521 0000	05/02/2006	16336 99	3504.77	12832.22	LT15	Y
2845 0000 FIDELITY HIGH INCOME FUND - 316146406 - MINOR = 64							
SOLD		11/06/2012	26486 95				
ACQ	2845 0000	04/11/2012	26486.95	25405 85	1081.10	ST	
280 0000 GATEWAY FUND Y - 367829884 - MINOR = 59							
SOLD		11/06/2012	7688 80				
ACQ	280 0000	04/11/2012	7688.80	7509 60	179.20	ST	
1305 0000 MFS EMERGING MKTS DEBT FD I - 55273E640 - MINOR = 64							
SOLD		11/06/2012	21141 00				
ACQ	1134 1060	04/11/2012	18372 52	17125 00	1247.52	ST	
	170 8940	06/25/2012	2768 48	2578 79	189.69	ST	
630 0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD		11/06/2012	7289.10				
ACQ	630 0000	06/25/2012	7289 10	7119 00	170.10	ST	
675 0000 VANGUARD TOTL BD MKT IDX - 921937868 - MINOR = 66							
SOLD		11/06/2012	7533 00				
ACQ	675 0000	05/10/2012	7533 00	7465 50	67.50	ST	
585 0000 WELLS FARGO INTL BOND FUND-INST - 94985D582 - MINOR = 64							
SOLD		11/06/2012	6885 45				
ACQ	585 0000	05/10/2012	6885 45	6692.40	193.05	ST	
0000 LUCENT TECHNOLOGIES INC COM - 549463107							
SOLD		11/09/2012	2 42				
ACQ	.0000		2 42	0 00	2.42	LT15	Y
CHANGED 12/05/12 SMC							
1136 0000 FACEBOOK INC-A - 30303M102 - MINOR = 43							
SOLD		12/11/2012	31727.87				
ACQ	1136 0000	04/19/2006	31727 87	637 75	31090.12	LT15	Y
		TOTALS	619497.64	206561 06			

S/T	133,710.64	128,224.13	5,486.51	
L/T	485,787.00	78,336.93	407,450.07	
		(1,622.15)	1,622.15	Wash sale adj
L/T	485,787.00	76,714.78	409,072.22	Adjusted L/T

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2012 – December 31, 2012

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year

DATE	NAME	AMOUNT
01/05/12	Milton Academy Development Office 170 Centre Street Milton, MA 02186-3397	1,000.00
01/06/12	Limitless Horizons Ixil, Inc 2 Weld St Roslindale, MA 02131-1039	2,660.00
03/01/12	Massachusetts General Hospital 165 Cambridge Street, Suite 600 Boston, MA 02114-2792	500.00
3/01/12	Brady Center Gun Law Defense Fund 1225 Eye Street, NW - Suite 1100 Washington, DC 20005-3914	100.00
Various	Safe Passage 81 Bridge Street, Ste 104 Yarmouth, ME 04096	11,200.00
05/02/12	Neponset River Watershed Association 2173 Washington Street Canton, MA 02021-1105	100.00
05/03/12	St. Michael's Episcopal Church 112 Randolph Avenue Milton, MA 02186	1,500.00
05/03/12	Project Bread - The Walk for Hunger P. O. Box 845968 Boston, MA 02284-5968	100.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2012 – December 31, 2012

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
06/27/12	Planned Parenthood 434 W 33rd St Fl 12 New York, NY 10117-3085	50.00
06/27/12	Partners in Health P. O. Box 845578 Boston, MA 02284-5578 333 7th Avenue, 2nd Floor New York, NY 10001	1,000.00
07/12/12	Wings 793 Ashbury Street San Francisco, CA 94117	500.00
11/19/12	Wings Guatemala 793 Ashbury Street San Francisco, CA 94117	500.00
12/11/12	Konbit Sante's Earthquake Response Fund P. O. Box 11281 Portland, ME 04104-7281	1,000.00
12/11/12	Belize Economic & Ecological Development Fund 1414 Virginia St E Charleston, West Virginia 25301-3014	1,000.00
12/11/12	Pine Street Inn P.O. Box 3215 Boston, MA 02241-3215	500.00
12/11/12	Epiphany School 154 Centre Street Dorchester, MA 02124	1,000.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2012 – December 31, 2012

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

12/11/12	The Carter Center, Inc 453 Freedom Pkwy NE Atlanta, Georgia 30307-1496	500.00
12/11/12	Princeton University Annual Giving P.O. Box 5357 Princeton, NJ 08543-5357	250.00
12/11/12	Amnesty International 5 Penn Plz Fl 16 New York, NY 10001-1823	100.00
12/11/12	Boston Landmarks Orchestra 10 Guest Street Boston, MA 02135-2066	250.00
12/11/12	Brady Center to Prevent Gun Violence 1225 Eye Street NW Suite 1100 Washington, DC 2005-3914	250.00
12/11/12	The Home for Little Wanderers 93 Silver St Waterville, ME 04901-5923	250.00
12/11/12	St. Michael's Parish 87 N Main St Avon, MA 02322-1230	12,000.00
12/11/12	Planned Parenthood League of MA 1055 Commonwealth Avenue Boston, MA 02215-1001	1,000.00
12/11/12	Captain Forbes House Museum 215 Adams St Milton, MA 02186-4215	250.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2012 – December 31, 2012

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

12/11/12	Doctor's Without Boarders 333 7th Ave Fl 2 New York, NY 10001-5029	500.00
12/11/12	Dana Faber Elizabeth A. Sewall Endowment Fund 450 Brookline Ave, Boston, MA 02215	250.00
12/13/12	The Greater Boston Food Pantry 70 South Bay Avenue Boston, MA 02118	200.00
12/20/12	Trustees of Reservations 572 Essex Street Beverly, MA 01915-1530	500.00
	TOTAL	$39,010.00

NOTE: None of the above recipients is an individual. All donations to the public charities listed are for general purposes unless otherwise noted.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ELLIOTT BADGLEY FOUNDATION INC	04-3488447
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions.	Social security number (SSN)
	CHOATE LLP PO BOX 961019	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BOSTON, MA 02196	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CHOATE HALL & STEWART LLP TWO INTERNATIONAL PLACE - BOSTON, MA 02110
  Telephone No ▶ (617) 248-4760 FAX No ▶ (617) 502-4760
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________ , and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 10,680.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 680.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 10,000.

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

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ELLIOTT BADGLEY FOUNDATION INC	Employer identification number (EIN) or 04-3488447
	Number, street, and room or suite no. If a P O. box, see instructions. CHOATE LLP PO BOX 961019	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BOSTON, MA 02196	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ CHOATE HALL & STEWART LLP TWO INTERNATIONAL PLACE - BOSTON, MA 02110

  Telephone No. ▶ (617) 248-4760 FAX No. ▶ (617) 502-4760
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ________________ , and ending ________________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN HAS NOT BEEN RECEIVED FROM ALL SOURCES.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 10,680.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 10,680.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA Date ▶ 8-13 13

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01-21-13

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