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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE ALCHEMY FOUNDATION		A Employer identification number 04-3541830
Number and street (or P.O. box number if mail is not delivered to street address) 104 LAKEVIEW AVE		B Telephone number (617) 731-6727
City or town, state, and ZIP code CAMBRIDGE, MA 02138		C If exemption application is pending, check here <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 type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,511,085.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
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		27,267.	27,267.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		17,381.			
b Gross sales price for all assets on line 6a 511,715.					
7 Capital gain net income (from Part IV, line 2)			17,381.		
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		75,258.	75,258.		STATEMENT 2
12 Total. Add lines 1 through 11		119,906.	119,906.		
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 3		8,726.	8,726.		0.
c Other professional fees STMT 4		2,951.	2,951.		0.
17 Interest					
18 Taxes STMT 5		5,652.	652.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		25,127.	24,892.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		42,456.	37,221.		0.
25 Contributions, gifts, grants paid		686,220.			686,220.
26 Total expenses and disbursements. Add lines 24 and 25		728,676.	37,221.		686,220.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<608,770.>			
b Net investment income (if negative, enter -0-)			82,685.		
c Adjusted net income (if negative, enter -0-)				N/A	

12 P

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				
	2	Savings and temporary cash investments		185,221.	204,715.	204,715.
	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				
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 7	3,486,559.	2,859,585.	3,305,512.	
14		Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ STATEMENT 8)	2,148.	858.	858.	
16		Total assets (to be completed by all filers)	3,673,928.	3,065,158.	3,511,085.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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 ▶ <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	7,289,899.	7,289,899.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	<3,615,971.>	<4,224,741.>			
30	Total net assets or fund balances	3,673,928.	3,065,158.			
31	Total liabilities and net assets/fund balances	3,673,928.	3,065,158.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,673,928.
2	Enter amount from Part I, line 27a	2	<608,770.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,065,158.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,065,158.

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 GOLDMAN SACHS	P	VARIOUS	VARIOUS
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 511,715.		494,334.	17,381.
b			
c			
d			
e			

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	
a			17,381.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	17,381.
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	704,130.	3,623,937.	.194300
2010	321,976.	3,690,429.	.087246
2009	376,815.	3,805,976.	.099006
2008	458,940.	4,754,412.	.096529
2007	291,643.	5,108,551.	.057089

2 Total of line 1, column (d)	2	.534170
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	.106834
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,870,499.
5 Multiply line 4 by line 3	5	413,501.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	827.
7 Add lines 5 and 6	7	414,328.
8 Enter qualifying distributions from Part XII, line 4	8	686,220.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	827.
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			
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	827.
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	827.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,785.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,785.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,958.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4,958. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JEAN & KYRA MONTAGU Telephone no. ► (617) 731-6727 Located at ► 104 LAKEVIEW AVE, CAMBRIDGE, MA ZIP+4 ► 02138			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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
KYRA MONTAGU 104 LAKEVIEW AVE CAMBRIDGE, MA 02138	TRUSTEE 1.00	0.	0.	0.
JEAN MONTAGU 104 LAKEVIEW AVE CAMBRIDGE, MA 02138	TRUSTEE 0.25	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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	3,708,554.
b	Average of monthly cash balances	1b	220,680.
c	Fair market value of all other assets	1c	207.
d	Total (add lines 1a, b, and c)	1d	3,929,441.
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	3,929,441.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,942.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,870,499.
6	Minimum investment return. Enter 5% of line 5	6	193,525.

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	193,525.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	827.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	827.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,698.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	192,698.
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	192,698.

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	686,220.
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	686,220.
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	827.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	685,393.

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				192,698.
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	38,254.			
b From 2008	223,705.			
c From 2009	186,516.			
d From 2010	139,743.			
e From 2011	531,803.			
f Total of lines 3a through e	1,120,021.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	686,220.			
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				192,698.
e Remaining amount distributed out of corpus	493,522.			
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:	1,613,543.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	38,254.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,575,289.			
10 Analysis of line 9:				
a Excess from 2008	223,705.			
b Excess from 2009	186,516.			
c Excess from 2010	139,743.			
d Excess from 2011	531,803.			
e Excess from 2012	493,522.			

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 SCHEDULE A ATTACHED				686,220.
Total			▶ 3a	686,220.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

The Alchemy Foundation		
EIN 04-3541830		
Attachment - Schedule A		
Date	Payee	Amount
01/09/2012	Save Venice Inc	150 00
01/09/2012	Mark Morns Dance Group	200 00
03/19/2012	Decordova Museum & Sculpture Park	2,000 00
03/19/2012	The Boston Athenaeum	2,000 00
03/19/2012	Fuller Craft Museum	1,000 00
03/19/2012	First Night Boston	150 00
03/19/2012	Friends of the Mead Art Museum	100 00
03/19/2012	Peterborough Players	250 00
03/19/2012	The Boston Athenaeum	320 00
03/19/2012	Friends Of Boston Symphony Orchestra	1,000 00
03/19/2012	Institute Of Contemporary Art	1,000 00
03/19/2012	Boston Landmarks Orchestra	500 00
03/19/2012	Museum Of Fine Arts	5,000 00
03/19/2012	Brookline Art Center	100 00
03/19/2012	Commonwealth Shakespeare Company	500 00
04/30/2012	New England Conservatory	200 00
04/30/2012	Cooperative Artists Institute	300 00
04/30/2012	Indian Hill Music	250 00
04/30/2012	The Garden Conservancy	250 00
04/30/2012	Playwrights' Workshop	800 00
04/30/2012	Mass College Of Art & Design Foundation	2 000 00
04/30/2012	Lijiang Studio Foundation	500 00
04/30/2012	Film and Law	100 00
04/30/2012	Isabella Stewart Gardner Museum	3,500 00
04/30/2012	World Music Crash Arts	250 00
04/30/2012	School Of The Museum Of Fine Arts	1,000 00
06/25/2012	Boston Landmarks Orchestra	1,500 00
06/25/2012	Addison Gallery Of American Art	350 00
06/25/2012	Artists For Humanity	200 00
06/25/2012	Peabody Essex Museum	350 00
06/25/2012	American Repertory Theater	250 00
06/25/2012	Huntington Theatre Company	500 00
06/25/2012	Sharon Arts Center	200 00
06/25/2012	Monadnock Music	500 00
08/11/2012	Berklee College of Music	500 00
09/17/2012	Danforth Museum Of Art	1,000 00
09/17/2012	The Boston Athenaeum	1,000 00
09/17/2012	Shakespeare & Co	200 00
09/17/2012	King's Chapel Concert Series	100 00
09/17/2012	The Macdowell Colony	500 00
09/17/2012	Canadian Art Foundation	100 00
09/17/2012	School Of The Museum Of Fine Arts	500 00
09/17/2012	Moma	100 00
11/12/2012	WGBH	2,500 00
11/12/2012	Central Square Theater	500 00
11/12/2012	Coolidge Corner Theatre Foundation	300 00
11/12/2012	First Night Boston	100 00
11/12/2012	Friends of the Mead Art Museum	100 00
11/12/2012	Harvard University Art Museums	1,250 00
11/12/2012	Fuller Craft Museum	250 00
11/12/2012	Boston Symphony Orchestra	3,000 00
11/12/2012	New England Conservatory	300 00
11/12/2012	Decordova Museum & Sculpture Park	500 00
11/12/2012	Isabella Stewart Gardner Museum	10,000 00
11/12/2012	Institute Of Contemporary Art	500 00
11/12/2012	Boston Foundation For Architecture	500 00
11/12/2012	Maud Morgan Art Center	1,500 00

The Alchemy Foundation		
EIN 04-3541830		
Attachment - Schedule A		
11/12/2012	St Botolph Club Foundation	500 00
11/12/2012	The Art Connection	500 00
11/12/2012	The Garden Conservancy	500 00
11/12/2012	Walnut Hill School for the Arts	250 00
11/12/2012	World Music Crash Arts	250 00
12/21/2012	Mass College Of Art & Design Foundation	500 00
12/21/2012	Cooperative Artists Institute	500 00
12/21/2012	Emmanuel Music	200 00
12/21/2012	The Society Of Arts & Crafts	100 00
12/21/2012	Royall House and Slave Quarters	50 00
12/21/2012	Peterborough Players	100 00
01/09/2012	Max Warburg Courage Curriculum, Inc	1,000 00
03/19/2012	Wbur	2,500 00
03/19/2012	Boston Arts Academy	2,500 00
03/19/2012	First Literacy	150 00
03/19/2012	FOTZC	200 00
03/19/2012	Associates Of The Boston Public Library	250 00
03/19/2012	Beacon Academy	5,000 00
03/19/2012	Conservatory Lab Charter School	1,000 00
03/19/2012	Facing History and Ourselves	500 00
03/19/2012	Perkins School For The Blind	250 00
04/30/2012	Mass Audubon	150 00
04/30/2012	Simmons College	500 00
04/30/2012	Boston Public Library Foundation	100 00
06/25/2012	Boston Childrens Museum	10,000 00
06/25/2012	Mits, Inc	150 00
06/25/2012	Citizen Schools	1,000 00
06/25/2012	International Institute Of New England	1,500 00
06/25/2012	Bishop Strachan School, Inc	150 00
06/25/2012	Boston Architectual College	250 00
09/17/2012	Cambridge Center For Adult Education	1 000 00
09/17/2012	Primary Source	250 00
09/17/2012	Associates Of The Boston Public Library	100 00
11/12/2012	Boston Childrens Museum	20,000 00
11/12/2012	Career Collaborative Inc	250 00
11/12/2012	Teach For America	1,000 00
11/12/2012	Wbur	2,500 00
11/12/2012	Prospect Sierra School	1,500 00
11/12/2012	Harvard College Fund	250 00
11/12/2012	Radcliffe Annual Fund	500 00
11/12/2012	Perkins School For The Blind	500 00
11/12/2012	Boston Public Library Foundation	200 00
11/12/2012	Max Warburg Courage Curriculum, Inc	250 00
11/12/2012	Neighborhood House Charter School	1,000 00
11/12/2012	Whitehead Institute	1,500 00
12/21/2012	Opus 118	125 00
12/21/2012	Beacon Academy	2 500 00
04/30/2012	National Parks Conservation Assoc, NPCA	100 00
04/30/2012	Green & Light	1,000 00
04/30/2012	The Nature Conservancy	500 00
05/31/2012	Cambridge Plant & Garden Club	100 00
06/25/2012	Friends Of Mt Auburn Cemetery	500 00
06/25/2012	Charles River Conservancy	2,500 00
06/25/2012	Crwa	200 00
09/17/2012	The Nature Conservancy	1,000 00
09/17/2012	Trustees Of Reservations	250 00
11/12/2012	Emerald Necklace Conservancy	200 00
11/12/2012	NRDC	2,500 00

The Alchemy Foundation		
EIN 04-3541830		
Attachment - Schedule A		
04/30/2012	Boston Women's Fund	250 00
04/30/2012	NAMI	350 00
06/25/2012	The Boston Foundation	10,000 00
06/25/2012	FINCA	250 00
06/25/2012	South End Community Health Center	500 00
06/25/2012	Haymarket People's Fund	200 00
06/25/2012	Somerville-Cambridge Elder Services	100 00
06/25/2012	ACLU	250 00
06/25/2012	Oxfam America	2,500 00
06/25/2012	Family Service Of Greater Boston	200 00
09/17/2012	Thursday Morning Talks	175 00
09/17/2012	Young Audiences Of Massachusetts, Inc	200 00
09/17/2012	Rosie's Place	1,000 00
09/17/2012	Crittenton Women's Union	350 00
09/17/2012	YWCA Boston	500 00
09/17/2012	Ashoka Innovators for the Public	1,000 00
09/17/2012	Friends Of Boston's Homeless	200 00
09/17/2012	League Of Women Voters Citizen Education	100 00
09/17/2012	On The Rise	350 00
11/12/2012	The Food Project	250 00
11/12/2012	Austen Riggs Center	100 00
11/12/2012	Greater Boston Food Bank	500 00
11/12/2012	Hearth	400 00
11/12/2012	Project Bread	100 00
11/12/2012	Oxfam America	500 00
11/12/2012	The Petra Foundation	2,500 00
11/12/2012	Mspcc	200 00
11/12/2012	American Cancer Society	100 00
11/12/2012	Human Rights Watch	500 00
11/12/2012	ACLU	250 00
11/12/2012	American Red Cross	500 00
11/12/2012	Pine Steet Inn	1 000 00
11/12/2012	Population Connection	500 00
11/12/2012	Rogerson Communities, Inc	250 00
11/12/2012	South End Community Health Center	250 00
11/12/2012	Community Servings	250 00
11/12/2012	Doctors Without Borders	5,000 00
11/12/2012	Family To Family Project	250 00
11/12/2012	Women's Lunch Place	250 00
11/26/2012	Community Change, Inc	100 00
12/21/2012	Partners in Health	2,500 00
12/21/2012	Somerville-Cambridge Elder Services	100 00
12/21/2012	Indian Law Resource Center	200 00
12/21/2012	The Fund for Brigham and Women's Hospital	150 00
12/21/2012	Planned Parenthood Federation Of America	1,000 00
12/21/2012	Girls, Inc	150 00
12/21/2012	Shared Interest	100 00
12/21/2012	Solutions At Work	150 00
12/21/2012	Haymarket People's Fund	100 00
01/09/2012	Arnold Arboretum Of Harvard University	200 00
09/17/2012	Arnold Arboretum Of Harvard University	200 00
		686,220 00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALTERNATIVE INVESTMENTS	20,049.	0.	20,049.
GOLDMAN SACHS	11,932.	0.	11,932.
LESS: GOLDMAN SACHS BOND PREMIUM AMORTIZATION	<4,714.>	0.	<4,714.>
TOTAL TO FM 990-PF, PART I, LN 4	27,267.	0.	27,267.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	75,258.	75,258.	
TOTAL TO FORM 990-PF, PART I, LINE 11	75,258.	75,258.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,057.	7,057.		0.
BOOKKEEPING	1,669.	1,669.		0.
TO FORM 990-PF, PG 1, LN 16B	8,726.	8,726.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING ON GRANTS	0.	0.		0.
INVESTMENT MANAGEMENT FEES	2,951.	2,951.		0.
TO FORM 990-PF, PG 1, LN 16C	2,951.	2,951.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	500.	500.		0.
FEDERAL INCOME & EXCISE TAXES	5,000.	0.		0.
FOREIGN TAXES	152.	152.		0.
TO FORM 990-PF, PG 1, LN 18	5,652.	652.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALTERNATIVE INVESTMENTS INSTITUTIONAL, LP	24,877.	24,877.		0.
BANK FEES	15.	15.		0.
MISCELLANEOUS EXPENSES	235.	0.		0.
TO FORM 990-PF, PG 1, LN 23	25,127.	24,892.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST		
INSTITUTIONAL, LP		2,551,553.	2,977,796.
GOLDMAN, SACHS & CO.	COST	308,032.	327,716.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,859,585.	3,305,512.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST - RECEIVABLE	833.	0.	0.
DIVIDEND RECEIVABLE	1,315.	858.	858.
TO FORM 990-PF, PART II, LINE 15	2,148.	858.	858.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER

KYRA MONTAGU
JEAN MONTAGU

Election to Amortize Bond Premium

The Alchemy Foundation

04-3541830

Form 990-PF, Tax Year Ending December 31, 2012

Taxpayer hereby makes the bond premium amortization election pursuant to Code Sec. 171(c) for all bonds held during 2012 and future years.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **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. THE ALCHEMY FOUNDATION	Employer identification number (EIN) or 04-3541830
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. 104 LAKEVIEW AVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CAMBRIDGE, MA 02138	

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

014

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

JEAN & KYRA MONTAGU

- The books are in the care of ► **104 LAKEVIEW AVE - CAMBRIDGE, MA 02138**

Telephone No. ► **(617) 731-6727**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013** to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2012** or

► ☐ tax year beginning _____, and ending _____

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

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	\$	640.
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	\$	5,785.
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	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- 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	Employer identification number (EIN) or
	THE ALCHEMY FOUNDATION	04-3541830
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	104 LAKEVIEW AVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CAMBRIDGE, MA 02138	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-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.

JEAN & KYRA MONTAGU

- The books are in the care of **104 LAKEVIEW AVE - CAMBRIDGE, MA 02138**

Telephone No. **(617) 731-6727**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

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

ADDITIONAL TIME AND INFORMATION IS REQUIRED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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	\$ 640.
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	\$ 5,785.
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 **Arthur A. Laker** Title **CPA**

Date **8/1/13**

Form 8868 (Rev. 1-2013)