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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 Amelia Peabody Foundation c/o Margaret N. St. Clair		A Employer identification number 04-6036558
Number and street (or P O box number if mail is not delivered to street address) 1 Hollis Street	Room/suite	B Telephone number 1-781-237-6468
City or town, state, and ZIP code Wellesley, MA 02482		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 160790288. (Part I, column (d) must be on cash basis.)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2435187.	2435187.	2435187.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4602450.			
	b Gross sales price for all assets on line 6a	97531338.			
	7 Capital gain net income (from Part IV, line 2)		4602450.		
	8 Net short-term capital gain			1716548.	
	9 Income modifications			25000.	
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1503292.	1893130.	0.	Statement 1	
12 Total. Add lines 1 through 11	8540929.	8930767.	4176735.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	579493.	409979.	409979.	169514.
	14 Other employee salaries and wages	578169.	197944.	197944.	380225.
	15 Pension plans, employee benefits	552723.	258505.	258505.	294218.
	16a Legal fees Stmt 2	11091.	6748.	6748.	4343.
	b Accounting fees Stmt 3	68200.	34100.	34100.	34100.
	c Other professional fees Stmt 4	374503.	334768.	334768.	39735.
	17 Interest				
	18 Taxes Stmt 5	105468.	39221.	39221.	26247.
	19 Depreciation and depletion				
	20 Occupancy	51993.	33520.	33520.	18473.
	21 Travel, conferences, and meetings				
	22 Printing and publications	37014.	28149.	28149.	8865.
	23 Other expenses Stmt 6	85115.	44834.	44834.	40281.
	24 Total operating and administrative expenses. Add lines 13 through 23	2443769.	1387768.	1387768.	1016001.
	25 Contributions, gifts, grants paid	6633691.			6633691.
26 Total expenses and disbursements. Add lines 24 and 25	9077460.	1387768.	1387768.	7649692.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-536531.				
b Net investment income (if negative, enter -0-)		7542999.			
c Adjusted net income (if negative, enter -0-)			2788967.		

Amelia Peabody Foundation

Form 990-PF (2012)

c/o Margaret N. St. Clair

04-6036558

Page 2

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.	2.
	2 Savings and temporary cash investments	2259894.	6270790.	6270790.
	3 Accounts receivable ▶ 3245878.			
	Less: allowance for doubtful accounts ▶	1496314.	3245878.	3245878.
	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	60000.	20000.	20000.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	148866040.	143095611.	151253618.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	152682248.	152632281.	160790288.
	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 ▶ Statement 9)	1376422.	799128.	
	23 Total liabilities (add lines 17 through 22)	1376422.	799128.	
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	151305826.	151833153.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	151305826.	151833153.		
31 Total liabilities and net assets/fund balances	152682248.	152632281.		

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	151305826.
2 Enter amount from Part I, line 27a	2	-536531.
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	1063858.
4 Add lines 1, 2, and 3	4	151833153.
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	151833153.

(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 attached statement	P		
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 97531338.		93002610.	4602450.
b			
c			
d			
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			4602450.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4602450.
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	1716548.

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	7996258.	160505776.	.049819
2010	7598495.	152619384.	.049787
2009	6410399.	139605010.	.045918
2008	7641739.	173268599.	.044103
2007	9825951.	190425315.	.051600

2 Total of line 1, column (d)	2	.241227
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	.048245
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	155583159.
5 Multiply line 4 by line 3	5	7506110.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	75430.
7 Add lines 5 and 6	7	7581540.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	7649692.

Amelia Peabody Foundation

c/o Margaret N. St. Clair

Form 990-PF (2012)

04-6036558

Page 4

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	75430.
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	75430.
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	75430.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	84723.
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	84723.
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	9293.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 9293. 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?		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. \$ 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.		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) ☒ 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

Form 990-PF (2012)

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 ► <u>ameliapeabody.org</u>	13	X	
14	The books are in care of ► <u>State Street Corporation</u> Telephone no. ► <u>1-617-742-9100</u> Located at ► <u>200 Newport Ave, North Quincy, MA</u> ZIP+4 ► <u>02171</u>			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 ► _____, _____, _____	☐ Yes ☒ 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?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870. **6b** **X**

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? ☐ Yes ☒ No **7b** **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
See Statement 10		579493.	290194.	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
Thomas St.Clair	Grant making	prog dir		
1 Hollis Street, Wellesley, MA 02482	40.00	148874.	79175.	0.
Alex Eisenzopf	Grant making	prog dir		
1 Hollis Street, Wellesley, MA 02482	40.00	146363.	65279.	0.
William Richards	Investment program director			
1 Hollis Street, Wellesley, MA 02482	40.00	161522.	48121.	0.
Joanne Smith	Assistant Director			
1 Hollis Street, Wellesley, MA 02482	40.00	121412.	69953.	0.

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
Income Research & Management - 110 Federal St. FL 31, Boston MA, MA 02110-4106	Management fees	124113.
Prime Buchholz & Assoc. - 10 Post Office Sq N. Tower 580, Boston MA, MA 02109	Investment Advisors	100000.
State Street Bank - 200 Newport Ave 7th FL, North Quincy, MA 02171	Custodial fees	64848.
CBIZ Tofias		
500 Boylston St. 4th Fl, Boston, MA 02116	Auditing	34200.
Walter V. Gordon, Jr., CPA		
56 North Main St., Fall River, MA 02720	Accounting	34000.
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	0.
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	151854257.
b Average of monthly cash balances	1b	6098189.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	157952446.
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	157952446.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2369287.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	155583159.
6 Minimum investment return. Enter 5% of line 5	6	7779158.

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	7779158.
2a Tax on investment income for 2012 from Part VI, line 5	2a	75430.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	75430.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	7703728.
4 Recoveries of amounts treated as qualifying distributions	4	25000.
5 Add lines 3 and 4	5	7728728.
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	7728728.

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	7649692.
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	7649692.
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	75430.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7574262.

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				7728728.
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				
b From 2008				
c From 2009				
d From 2010	98999.			
e From 2011				
f Total of lines 3a through e	98999.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 7649692.				
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				7649692.
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))	79036.			79036.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19963.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	19963.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	19963.			
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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Margaret N. St. Clair

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

Application and other requirements on web page ameliapeabody.org

- c Any submission deadlines:

Quarterly on web page ameliapeabody.org

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

Qualifying organizations that operate in Massachusetts.

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 <i>Paid during the year</i>				
see attached schedule				6633691.
Total			▶ 3a	6633691.
b <i>Approved for future payment</i>				
see attached schedule				
Total			▶ 3b	0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here Morgan M. St. Clair 11/15/13 Executive Director

Signature of officer or trustee Date Title

return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print preparer's name Walter V. Gordon, Jr.	Preparer's signature  Walter V. Gordon, Jr.	Date 11/13/13	Check ☒ if self-employed	PTIN P01384541
	Firm's name ▶ Walter V. Gordon, Jr., CPA			Firm's EIN ▶ 04-2627884	
	Firm's address ▶ 56 North Main Street Fall River, MA 02720			Phone no. 508-674-3114	

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

<u>Payment Date</u>	<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Mark if Recipient is an Individual</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
12/7/2012	826 Boston Inc	3035 Washington Street Roxbury, MA 02119		501c(3)	general operating support	\$20,000 00
9/13/2012	Action Center for College Educational Services	31 St James Avenue Suite 520 Boston, MA 02116		501c(3)	uAspire programming in Boston and Lawrence	\$35,000 00
12/7/2012	Action Inc	180 Main Street, Second Floor Gloucester, MA 01930		501c(3)	high school drop-out prevention program	\$20,000 00
4/5/2012	African Community Economic Development of New England	16 John Eliot Square Roxbury, MA 02119		501c(3)	African Youth Enrichment Program	\$40,000 00
8/21/2012	African Community Education Program	24 Chatham Street Worcester, MA 01609		501c(3)	Summer Program	\$4,991 00
4/5/2012	African Community Education Program	24 Chatham Street Worcester, MA 01609		501c(3)	Summer Program	\$15,000 00
12/21/2012	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway Roslindale, MA 02131		501c(3)	ASPIRE and Connecting with Care programs	\$40,000 00
4/17/2012	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway Roslindale, MA 02131		501c(3)	Aspire program	\$50,000 00
12/7/2012	Community Foundation of Southeastern Massachusetts f/b/o Alma del Mar Charter School	26 Madera Ave New Bedford, MA 02746		501c(3)	modular classrooms	\$65,000 00
6/7/2012	Alternative House Inc	PO Box 2100 Lowell, MA 01852		501c(3)	Youth/Teen after school and summer camp activities programs	\$5,000 00
12/7/2012	America Scores New England Scores	29 Germania Street Jamaica Plain, MA 02130		501c(3)	SCORES Middle School Program	\$82,000 00
6/7/2012	Museum of American Textile History d/b/a American Textile History Museum	491 Dutton Street Lowell, MA 01854		501c(3)	UTEC silk screen program	\$15,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

12/7/2012	Artists for Humanity Inc	100 West Second Street South Boston, MA 02127		501c(3)	Youth Arts Enterprise	\$20,000.00
6/7/2012	Asian Center of Merrimack Valley Inc	1 Ballard Way Lawrence, MA 01843		501c(3)	Youth Enrichment Program only	\$10,000.00
4/5/2012	The BART Foundation Inc	One Commercial Place PO Box 267 Adams, MA 01220		501c(3)	alteration of the school community room to a 24 seat classroom	\$50,000.00
12/7/2012	Beyond Soccer Inc	60 Island Street, Suite 508E Lawrence, MA 01840		501c(3)	program and operating support	\$30,000.00
12/7/2012	The Uphams Corner Community Center, Inc d/b/a Bird Street Community Center	500 Columbia Road Dorchester, MA 02125		501c(3)	programming support and capital expenses	\$80,000.00
9/13/2012	Blessed Stephen Bellesini OSA Academy Inc	94 Bradford Street Lawrence, MA 01840-1003		501c(3)	After-School and Evening Study Programs	\$15,000.00
4/5/2012	Boston Arts Academy Foundation f/b/o Boston Arts Academy	174 Ipswich Street Boston, MA 02215		501c(3)	air conditioning units and participation in the BU Institute for Nonprofit Management and Leadership	\$15,000.00
12/7/2012	Boston Asian Youth Essential Service	199 Harnson Avenue Boston, MA 02111		501c(3)	purchase of a seven passenger van	\$27,000.00
6/7/2012	Boston Chinatown Neighborhood Center	38 Ash Street Boston, MA 02111		501c(3)	Youth Center's English Language Learner's Program	\$15,000.00
9/13/2012	Boston City Singers Inc	17 Waldeck Street Dorchester, MA 02124		501c(3)	AmeriCorp New Sector Alliance Resident and a part-time Chorus Conductor/Director	\$20,000.00
9/13/2012	Boston Renaissance Charter School Foundation f/b/o Boston Renaissance Charter School	1415 Hyde Park Ave Hyde Park, MA 02136		501c(3)	professional development	\$25,000.00
12/7/2012	Boston Scholar Athlete Program Inc	65 Allerton Street Boston, MA 02119		501c(3)	College Readiness Initiative	\$10,000.00
12/7/2012	Boston University	Boston University School of Management 595 Commonwealth Avenue Boston, MA 02215		501c(3)	Institute for Nonprofit Management and Leadership Merrimack Valley Core Certificate Program Senior	\$25,000.00

AMELIA PEABODY FOUNDATION
Tax ID: 04-6036558

6/7/2012	Bottom Line Inc	500 Amory Street, Suite 3 Jamaica Plain, MA 02130		501c(3)	programming in Boston and Worcester	\$40,000.00
4/5/2012	Springfield Girls Club Family Center dba Boys and Girls Club Family Center	100 Acorn Street Springfield, MA 01109		501c(3)	recreation space renovation	\$50,000.00
4/5/2012	Chicopee Boys and Girls Club, Inc	580 Meadow Street Chicopee, MA 01013		501c(3)	Director of Resource Development, for one year	\$40,000.00
6/7/2012	Boys & Girls Club of Greater Holyoke, Inc	PO Box 6256 Holyoke, MA 01041		501c(3)	programming in the Holyoke Housing Authority communities	\$65,000.00
12/21/2012	Lowell Boys Club Association d/b/a Boys and Girls Club of Greater Lowell	657 Middlesex Street Lowell, MA 01851		501c(3)	Initiative to Increase Frequency of Teen Attendance	\$50,000.00
4/5/2012	Boys and Girls Club of Greater New Bedford Inc	166 Jenney Street P O Box 1506 New Bedford, MA 02741		501c(3)	\$60,000.00 for summer youth employment program \$10,000.00 for facility improvements	\$70,000.00
9/13/2012	Boys and Girls Club of Greater Salem Inc	13 Hawthorne Boulevard Salem, MA 01970		501c(3)	teen programming	\$35,000.00
9/26/2012	Lawrence Boys Club, Inc d/b/a Lawrence Boys and Girls Club Inc	136 Water Street Lawrence, MA 01841		501c(3)	operations	\$20,000.00
12/7/2012	Lawrence Boys Club, Inc d/b/a Lawrence Boys and Girls Club Inc	136 Water Street Lawrence, MA 01841		501c(3)	general operations	\$40,000.00
9/13/2012	Boys and Girls Club of MetroWest, Inc	169 Pleasant Street Marlboro, MA 01752-1101		501c(3)	programming at the Framingham clubhouse	\$60,000.00
12/21/2012	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA 01610		501c(3)	Efforts to Outcomes software project, over two years	\$25,000.00
6/7/2012	Boys and Girls Club of Dorchester, Inc	35 Deer Street Dorchester, MA 02125		501c(3)	Boys and Girls Club of Brockton operations	\$40,000.00
12/6/2012	Boys and Girls Club of Dorchester, Inc	35 Deer Street Dorchester, MA 02125		501c(3)	Boys and Girls Club of Brockton operations	\$10,000.00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

12/7/2012	Boys and Girls Club of Dorchester, Inc	35 Deer Street Dorchester, MA 02125		501(c)(3)	operating support	\$60,000 00
12/7/2012	Haverhill Boys' Club Inc d/b/a Boys and Girls Club of Haverhill	55 Emerson Street Haverhill, MA 01830		501(c)(3)	capital improvements, operating support and the 'Back a Kid' campaign	\$60,000 00
4/2/2012	Haverhill Boys' Club Inc d/b/a Boys and Girls Club of Haverhill	55 Emerson Street Haverhill, MA 01830		501(c)(3)	\$32,500 00 for capital repairs \$30,000 00 for operations	\$20,000 00
6/7/2012	Boys and Girls Clubs of Middlesex County	66-70 Union Square Somerville, MA 02143		501(c)(3)	general operating support	\$60,000 00
10/2/2012	Breakthrough Cambridge Inc d/b/a Breakthrough Greater Boston	PO Box 381486 Cambridge, MA 02238		501(c)(3)	Academic Program in Boston, for one year	\$30,000 00
12/7/2012	Bridge Boston Foundation f/b/o Bridge Boston Charter School	2 McLellan Street Dorchester, MA 02121		501(c)(3)	playground and outdoor play area	\$25,000 00
12/7/2012	Building Excellent Schools Inc	31 Milk Street, 6th Floor Boston, MA 02109		501(c)(3)	Massachusetts BES Fellow for 2012-2013	\$125,000 00
4/5/2012	Building Excellent Schools Inc	31 Milk Street, 6th Floor Boston, MA 02109		501(c)(3)	Massachusetts BES Fellow	\$125,000 00
12/7/2012	Cape Ann Art Haven Inc	180B Main Street Gloucester, MA 01930		501(c)(3)	programming support and capital support for The Hive	\$35,000 00
5/17/2012	Cape Ann Art Haven Inc	180B Main Street Gloucester, MA 01930		501(c)(3)	art programming	\$5,000 00
6/7/2012	Catholic Charitable Bureau of the Archdiocese of Boston	51 Sleeper Street Boston, MA 02110		501(c)(3)	Teen Center operating support	\$30,000 00
4/5/2012	Chelsea Human Services Collaborative Inc	318 Broadway Chelsea, MA 02150		501(c)(3)	Summer Youth Employment Initiative	\$30,000 00
4/5/2012	Children's Center of the Faith United Methodist Church	35 Lowell Street Methuen, MA 01844		501(c)(3)	summer program	\$7,500 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

12/7/2012	Cape Ann Business Incubator Inc f/b/o Chill Zone	PO Box 2262 Rockport, MA 01966		501c(3)	operating support	\$15,000 00
9/13/2012	City on a Hill Foundation Inc f/b/o City on a Hill Charter Public School	58 Circuit Street Roxbury, MA 02119		501c(3)	CoaHCORPS program	\$25,000 00
9/13/2012	College Application Education Project Inc	4 Adams Street Ext Lynn, MA 01902		501c(3)	mentoring, tutoring and GED programs	\$20,000 00
4/5/2012	College Bound Dorchester, Inc	18 Samoset Street Dorchester, MA 02124		501c(3)	Adolescent Development program	\$15,000 00
9/13/2012	Neighbors in Need f/b/o Communities Together Inc	PO Box 428 Lawrence, MA 01842		501c(3)	Manos Felices! Happy Hands at Hancock!	\$15,000 00
6/7/2012	Options for Cambridge Students Inc f/b/o Community Charter School of Cambridge	245 Bent Street Cambridge, MA 02141		501c(3)	capital improvements	\$25,000 00
12/7/2012	Community Giving Tree Inc	PO Box 508 West Buxford, MA 01921		501c(3)	staff, rent and computer equipment	\$10,000 00
6/7/2012	Community Rowing Inc	Harry Parker Boathouse 20 Nonantum Road Brighton, MA 02135		501c(3)	Let's Row Boston	\$20,000 00
5/15/2012	Dennison Memorial Community Center, Inc	755 South First Street New Bedford, MA 02744		501c(3)	\$30,000 00 for operations, \$15,000 00 for an administrative assistant, and \$5,000 00 for the member	\$50,000 00
12/7/2012	James D St Clair Court Public Education Program of the Boston Bar Foundation Inc	One Courthouse Way Suite 3120 Boston, MA 02210		501c(3)	programming in Lowell, New Bedford, Worcester and the Gateway Cities Initiative	\$35,000 00
6/7/2012	Dorchester Youth Collaborative	1514-A Dorchester Avenue Dorchester, MA 02122		501c(3)	programming and the purchase of a van	\$45,000 00
12/7/2012	Health Services Partnership of Dorchester Inc d/b/a DotWell	1452 Dorchester Avenue, Fourth Floor Dorchester, MA 02122		501c(3)	Generation Next Academy	\$40,000 00
6/7/2012	East End House, Inc	105 Spring Street Cambridge, MA 02141		501c(3)	Social-Emotional Health Intervention Project	\$20,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

12/7/2012	Brooke School Foundation Inc f/b/o Edward Brooke Charter School	190 Cummins Highway Roslindale, MA 02131		501c(3)	Brooke 2 Mattapan facility	\$75,000 00
4/5/2012	Esperanza Academy Inc	198 Garden Street Lawrence, MA 01840		501c(3)	Extended Day Program	\$30,000 00
12/7/2012	Essex Art Center	56 Island Street Lawrence, MA 01840		501c(3)	operating support	\$25,000 00
12/7/2012	Friends of Excel Academy Inc f/b/o Excel Academy	58 Moore Street East Boston, MA 02128		501c(3)	network wide teacher recruitment system	\$65,000 00
4/5/2012	Families First Parenting Programs	99 Bishop Allen Drive Cambridge, MA 02139		501c(3)	programming in Brockton, New Bedford, Fall River and Dartmouth	\$25,000 00
12/7/2012	Families United for Educational Leadership Inc	561 Boylston Street, Fourth Floor Boston, MA 02116		501c(3)	program support	\$20,000 00
9/13/2012	Family Service, Inc	430 North Canal Street Lawrence, MA 01840		501c(3)	Youth Mentoring Programs	\$20,000 00
6/7/2012	The United Presbyterian Church in the United States	340 Dorchester Street South Boston, MA 02127		501c(3)	youth programming	\$25,000 00
9/13/2012	Freedom House, Inc	14 Crawford St Boston, MA 02121		501c(3)	staffing and student stipends	\$20,000 00
9/13/2012	Friends of Children Trust Fund Inc	55 Court Street, 4th Floor Boston, MA 02108		501c(3)	Parenting Education and Support Groups	\$5,500 00
9/13/2012	Friends of the Children-Boston Inc	555 Amory Street Boston, MA 02130		501c(3)	program expansion and adolescent programming	\$45,000 00
9/13/2012	Friends of Young Achievers, Inc	20 Outlook Road Mattapan, MA 02126		501c(3)	Tutors for All programming	\$30,000 00
6/7/2012	Girls Incorporated of Greater Haverhill	7 Williams Street Haverhill, MA 01830		501c(3)	programming to partner with the Haverhill Public Schools, for one year	\$15,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

5/17/2012	Girls Incorporated of Lynn	50 High Street Lynn, MA 01902			501c(3)	Phase 2 of the facility renovation	\$120,000.00
9/13/2012	Gray House	22 Sheldon Street Springfield, MA 01107			501c(3)	program director position, for one year	\$10,000.00
12/12/2012	Greater Lawrence Community Boating Program Inc	PO Box 955 Lawrence, MA 01842			501c(3)	operations	\$5,500.00
4/5/2012	Greater Lawrence Community Boating Program Inc	PO Box 955 Lawrence, MA 01842			501c(3)	operations	\$5,000.00
9/13/2012	Groundwork Lawrence Inc	60 Island Street Lawrence, MA 01840			501c(3)	Youth Programs	\$20,000.00
6/7/2012		268R Powder House Blvd, 17C Somerville, MA 02144			501c(3)	youth program staffing	\$10,000.00
9/13/2012	Hill View Montessori Foundation f/b/o Hill View Montessori Charter Public School	75 Foundation Avenue Haverhill, MA 01835			501c(3)	Math Coach position	\$50,000.00
4/5/2012	Holyoke Community College Foundation	303 Homestead Avenue Holyoke, MA 01040			501c(3)	Step Forward/Quest program	\$40,000.00
9/13/2012	Homework House Inc	54 North Summer Street Holyoke, MA 01040			501c(3)	operations	\$35,000.00
6/7/2012	House of Peace & Education Inc	20 Barthel Avenue Gardner, MA 01440-2502			501c(3)	HOPE for Kids program	\$30,000.00
4/5/2012	Hull Life Saving Museum Inc	1117 Nantasket Avenue P O Box 221 Hull, MA 02045			501c(3)	Pulling Together initiative	\$40,000.00
12/7/2012	Hyde Square Task Force, Inc	PO Box 301871 Jamaica Plain, MA 02130			501c(3)	Jovenes en Accion Youth Leadership and College Success Program	\$40,000.00
12/7/2012	InnerCity Weightlifting Inc	PO Box 171313 Boston, MA 02117			501c(3)	staffing, stipends and career and GED support resources, for one year	\$45,000.00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

6/7/2012	Inquilinos Boncuas En Accion	405 Shawmut Avenue Boston, MA 02118		501(c)(3)	Cacique Youth Learning Center and the Pathway Technology Campus	\$25,000.00
4/5/2012	Institute for Sport Coaching Inc	5 Prospect Street Acton, MA 01720		501(c)(3)	coaching programming	\$10,000.00
12/7/2012	Jencho Road Lawrence Inc	Old Center Hall 3 Great Pond Road North Andover, MA 01845		501(c)(3)	Essex County Community Foundation's education and training programs	\$30,000.00
9/13/2012	Jencho Road Lawrence Inc	Old Center Hall 3 Great Pond Road North Andover, MA 01845		501(c)(3)	Healthy Board Development with Jencho Road Lowell	\$25,000.00
6/7/2012	Jumpstart for Young Children Inc	308 Congress Street, 6th Floor Boston, MA 02210		501(c)(3)	programming in Brockton, Lawrence, Springfield, Taunton and Worcester	\$40,000.00
4/5/2012	Keysteps Inc	PO Box 300766 Jamaica Plain, MA 02130-0007		501(c)(3)	organization establishment of a web presence	\$35,000.00
2/14/2012	Friends of KIPP Academy Lynn Foundation Inc	25 Bessom Street Lynn, MA 01902		501(c)(3)	KAL Middle School and High School Campus	\$75,000.00
4/5/2012	Lawrence Planning and Neighborhood Development Corporation d/b/a Lawrence Community Works	168 Newbury Street Lawrence, MA 01841		501(c)(3)	Movement City Youth Network	\$20,000.00
6/7/2012	Lawrence Family Development and Education Fund, Inc f/b/o Lawrence Family Development Charter School	34 West Street Lawrence, MA 01841		501(c)(3)	teacher preparation program	\$20,000.00
12/7/2012	Lazarus House	PO Box 408 Lawrence, MA 01842		501(c)(3)	education and work preparation programs	\$30,000.00
12/7/2012	LEAP Self-Defense Inc	197A Centre Street Dorchester, MA 02124		501(c)(3)	teen mentoring leaders	\$10,000.00
4/5/2012	Stonehill College Inc f/b/o Let's Get Ready	89 South Street, Suite 401 Boston, MA 02111		501(c)(3)	programming in Massachusetts	\$20,000.00
6/7/2012	Lowell Community Charter School Friends Inc f/b/o Lowell Community Charter Public School	206 Jackson Street Lowell, MA 01852		501(c)(3)	literacy programming	\$50,000.00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

1/11/2012	Lynn Community Health, Inc	269 Union Street Lynn, MA 01901		501c(3)	building addition	\$50,000 00
9/13/2012	LYSOA Inc	16 City Hall Square Lynn, MA 01901		501c(3)	operating support	\$10,000 00
9/13/2012	Margaret Fuller Neighborhood House, Inc	71 Cherry Street Cambridge, MA 02139		501c(3)	capacity building and the Leaders-in-Training Initiative	\$30,000 00
6/7/2012	Gloucester Maritime Heritage Center d/b/a Maritime Gloucester	23 Harbor Loop Gloucester, MA 01930		501c(3)	program and capital support	\$30,000 00
12/7/2012	Friends of Martin Luther King Jr Charter School of Excellence f/b/o Martin Luther King Jr Charter School of Excellence	285 Dorset Street Springfield, MA 01108 STEM Program		501c(3)	literacy coach	\$50,000 00
4/5/2012	Massachusetts Institute of Technology f/b/o MIT Science Technology Engineering & Math Program	77 Massachusetts Avenue, 1- 123 Cambridge, MA 02139		501c(3)	programming for middle school students from Lawrence	\$30,000 00
1/3/2012	The Match School Foundation, Inc f/b/o Media and Technology Charter High School	1001 Commonwealth Avenue Boston, MA 02215		501c(3)	MATCH Corps Graduate School of Education	\$100,000 00
4/5/2012	Medicine Wheel Productions Inc	110 K Street South Boston, MA 02127		501c(3)	Public Art Interns and Youth in Transitions programs	\$10,000 00
6/7/2012	Merrimack Valley Community Service Corps Inc	264 Essex Street Lawrence, MA 01840		501c(3)	Lawrence VIP program	\$25,000 00
4/5/2012	Metrolacrosse, Inc	25 Thompson Place, First Floor Boston, MA 02210		501c(3)	general operations funding, for one year	\$50,000 00
10/22/2012	Metrolacrosse, Inc	25 Thompson Place, First Floor Boston, MA 02210		501c(3)	general operations funding, for one year	\$25,000 00
12/7/2012	More Than Words	376 Moody Street Waltham, MA 02453		501c(3)	operating support	\$50,000 00
6/7/2012	Mother Caroline Academy and Education Center, Inc	515 Blue Hill Avenue Dorchester, MA 02121		501c(3)	Shining Star After-School Program	\$15,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

12/7/2012	Mujeres Unidas Avanzando	54 Clayton Street Dorchester, MA 02122		501c(3)	Adult Basic Education program	\$50,000 00
6/7/2012	Community Arts Advocates Inc f/b/o MusiConnects	20 Belgrade Avenue #1 Roslindale, MA 02131		501c(3)	programming in Mattapan and Roslindale	\$10,000 00
12/7/2012	Massachusetts Youth Teenage Unemployment Reduction Network Inc d/b/a My Turn Inc	156 Main Street Brockton, MA 02301		501c(3)	Out of School Youth program in Lynn	\$30,000 00
4/5/2012	Mystic Learning Center, Inc	530 Mystic Avenue, Room 103 Somerville, MA 02145		501c(3)	Books of Hope program	\$15,000 00
4/5/2012	Nativity-Boston, Inc d/b/a Nativity Preparatory School	39 Lamartine Street Jamaica Plain, MA 02130		501c(3)	purchase of a minivan	\$20,000 00
12/7/2012	Nativity Preparatory School New Bedford Inc	66 Spring Street New Bedford, MA 02740		501c(3)	technology upgrades	\$30,000 00
6/7/2012	Nativity School of Worcester Inc	67 Lincoln Street Worcester, MA 01605		501c(3)	Nativity Fellows program	\$15,000 00
4/5/2012	The North Central Charter Essential School Foundation Inc f/b/o North Central Charter Essential School	One Oak Hill Road Fitchburg, MA 01420		501c(3)	tutorial program data integration and conditional grant for property purchase - moving expenses, technology, program materials and furniture	\$65,000 00
11/5/2012	The North Central Charter Essential School Foundation Inc f/b/o North Central Charter Essential School	One Oak Hill Road Fitchburg, MA 01420		501c(3)		\$136,000 00
9/13/2012	North Shore Community Action Programs, Inc	98 Main Street Peabody, MA 01960		501c(3)	Salem CyberSpace Academic Learning Center	\$25,000 00
4/17/2012	North Shore Community Action Programs, Inc	98 Main Street Peabody, MA 01960		501c(3)	Salem CyberSpace Academic Learning Center	\$10,000 00
4/5/2012	Northern Essex Community College Foundation f/b/o Northern Essex Community College	100 Elliott Street Haverhill, MA 01830-2399		501c(3)	STEM College for Kids	\$6,200 00
6/29/2012	Notre Dame Education Center Inc	200 Old Colony Ave South Boston, MA 02127		501c(3)	High School Diploma Program	\$20,000 00

AMELIA PEABODY FOUNDATION
Tax ID: 04-6036558

12/7/2012	Notre Dame High School of Lawrence	207 Hampshire Street Lawrence, MA 01840		501c(3)	programming support for ASAP and the CASA initiative and capital support for office space	\$65,000 00
4/5/2012	Paraclete Center Inc d/b/a Paraclete Foundation	207 E Street South Boston, MA 02127		501c(3)	capacity building	\$30,000 00
12/7/2012	People Incorporated	4 South Main Street Fall River, MA 02721		501c(3)	operating support for the SMILES Mentoring Program	\$30,000 00
5/29/2012	People Incorporated	4 South Main Street Fall River, MA 02721		501c(3)	SMILES programming	\$25,000 00
4/17/2012	Perkins School for the Blind	175 North Beacon Street Watertown, MA 02472		501c(3)	Urban Communities Initiative, over three years	\$15,000 00
6/7/2012	Piers Park Sailing Center Inc	95 Marginal Street East Boston, MA 02128-2742		501c(3)	Youth Development Program	\$30,000 00
12/7/2012	New Profit Inc f/b/o Playworks	29 Germania Street Jamaica Plain, MA 02130		501c(3)	Junior Coach Leadership Academy	\$30,000 00
12/7/2012	Presentation of Mary Academy	209 Lawrence Street Methuen, MA 01844		501c(3)	tuition assistance program	\$20,000 00
12/7/2012	Project DEEP Association Inc	Dorchester Educational Enrichment Program 1 Worrell Street Dorchester, MA 02122		501c(3)	programming support for expansion	\$23,000 00
4/5/2012	Project RIGHT, Inc	320 A Blue Hill Avenue Dorchester, MA 02121		501c(3)	purchase of a minivan	\$30,000 00
2/3/2012	Project STEP, Inc	Symphony Hall 301 Massachusetts Avenue Boston, MA 02115		501c(3)	program support services, for one year	\$20,000 00
7/19/2012	RAR - MA Inc d/b/a Raising a Reader	9 B Hamilton Place 3rd Floor Boston, MA 02108		501c(3)	programming in Springfield	\$50,000 00
12/7/2012	Raw Art Works, Inc	37 Central Square Lynn, MA 01901		501c(3)	high school programming	\$50,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

12/7/2012	Reader to Reader Inc	Cadigan Center 38 Woodside Ave Amherst, MA 01002		501c(3)	Read, Think, Share program	\$36,000 00
4/2/2012	ROCA, Inc	101 Park Street Chelsea, MA 02150		501c(3)	Springfield capital campaign	\$40,000 00
7/9/2012	Roxbury Preparatory Charter School Foundation Inc f/b/o Roxbury Preparatory Charter School	120 Fisher Avenue Roxbury, MA 02120		501c(3)	Facilities Expansion Project, over three years	\$70,000 00
9/13/2012	Salem Foundation for Service Education Inc f/b/o Salem Academy Charter School	45 Congress Street Shetland Park Salem, MA 01970		501c(3)	academic remediation and college prep programming	\$30,000 00
6/8/2012	School on Wheels of Massachusetts	790 West Chestnut Street Brockton, MA 02301		501c(3)	capital support for the Community Center	\$20,000 00
6/7/2012	Science Club for Girls Inc	136 Magazine Street Cambridge, MA 02139		501c(3)	operations and programming in Lawrence for one year	\$25,000 00
12/5/2012	Science Club for Girls Inc	136 Magazine Street Cambridge, MA 02139		501c(3)	operations and programming in Lawrence for one year	\$15,000 00
12/7/2012	Learning First Foundation f/b/o Seven Hills Charter Public School	51 Gage Street Worcester, MA 01605		501c(3)	Achievement Network programming costs only	\$50,000 00
6/7/2012	Si Se Puede, inc	P O Box 53 North Andover, MA 01845		501c(3)	general operating support	\$25,000 00
6/7/2012	Sociedad Latina Inc	1530 Tremont Street Roxbury, MA 02120		501c(3)	Health Careers for Youth program	\$25,000 00
9/13/2012	The Spanish American Center Inc	112 Spruce Street Leominster, MA 01453		501c(3)	Crossroads After-School Program	\$10,000 00
4/5/2012	Springfield School Volunteers, Inc	1550 Main Street, 3rd Floor Springfield, MA 01103		501c(3)	School-Based Mentoring Program	\$25,000 00
12/7/2012	Springfield VACA Inc	433 Belmont Avenue Springfield, MA 01108		501c(3)	Family Empowerment Program	\$10,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

1/5/2012	Springfield Day Nursery d/b/a Square One	947 Main Street Springfield, MA 01103			501c(3)	King Street Children's Center renovation	\$25,000 00
4/5/2012	St. Ann's Orphanage & Home Inc	100A Haverhill Street Methuen, MA 01844			501c(3)	summer camp programming	\$10,000 00
9/13/2012	St. Stephen's Episcopal Church	74 South Common Street Lynn, MA 01902			501c(3)	Community Youth Outreach Program	\$20,000 00
6/7/2012	Steppingstone Foundation Inc	155 Federal Street, Suite 800 Boston, MA 02110			501c(3)	College Success Academy	\$25,000 00
9/13/2012	Straight Ahead Ministries Inc	791 Main Street Worcester, MA 01610			501c(3)	Worcester Youth Re-entry Project capital expenses	\$30,000 00
2/15/2012	Taunton Area School to Career Inc	1 Taunton Green Suite 2, 1st Floor Taunton, MA 02780			501c(3)	Career Mentor Program, for one year	\$10,000 00
4/5/2012	New Profit Inc f/b/o Teach For America, Inc	60 Canal Street, Third Floor Boston, MA 02114			501c(3)	for support of teachers in Massachusetts, outside of Boston	\$50,000 00
9/13/2012	Technission Inc	31 Torrey Street Dorchester, MA 02124			501c(3)	AmenCorps members in Central and Western Massachusetts	\$30,000 00
6/7/2012	Tenacity Inc	38 Everett Street Boston, MA 02134			501c(3)	Pathway to Post-Secondary Success and Summer Tennis & Reading Program	\$90,000 00
9/13/2012	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111			501c(3)	Boston Family Boatbuilding program expansion	\$20,000 00
9/13/2012	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111			501c(3)	Future Chefs operations and kitchen equipment	\$40,000 00
4/5/2012	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111			501c(3)	expanded programming	\$35,000 00
4/5/2012	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111			501c(3)	Tutors for All operating funds	\$80,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

9/13/2012	Thomas Chew Memorial Boys Club Inc d/b/a Thomas Chew Memorial Boys & Girls Club	803 Bedford Street/P O Box 5155 Fall River, MA 02723	501c(3)	operations	\$90,000 00
4/5/2012	Trinity Episcopal Church	26 White Street Haverhill, MA 01830	501c(3)	Academy of Creative Arts at Trinity, for one year	\$15,000 00
6/7/2012	Tutoring Plus of Cambridge, Inc	225 Windsor Street Cambridge, MA 02139	501c(3)	program support	\$30,000 00
12/7/2012	Benevolent Fraternity of Unitarian Church d/b/a Unitarian Universalist Urban Ministry	10 Putnam Street, John Eliot Square Boston, MA 02119	501c(3)	Roxbury Youth Programs	\$20,000 00
1/3/2012	United Neighbors of Fitchburg Inc	2-18 Fairmount Street Fitchburg, MA 01420	501c(3)	after school and summer program	\$10,000 00
9/13/2012	United Neighbors of Fitchburg Inc	2-18 Fairmount Street Fitchburg, MA 01420	501c(3)	Cleghorn Youth Center After- School and Summer Programs	\$25,000 00
6/7/2012	United Teen Equality Center	34 Hurd Street Lowell, MA 01852	501c(3)	GED programming	\$35,000 00
4/5/2012	University of Massachusetts Foundation f/b/o Institute for Learning & Teaching, University of Massachusetts Boston	ILT Project ALERTA 100 Morrissey Boulevard Boston, MA 02125-3393 McCormack Bldg, 3rd Flr, Room 008	501c(3)	ALERTA program	\$20,000 00
12/7/2012	University of Massachusetts Foundation Inc f/b/o Urban Scholars Program	100 Morrissey Blvd Boston, MA 02125	501c(3)	core services and programs	\$20,000 00
10/4/2012	Up With Music Inc	1213 Salem Street North Andover, MA 01845	501c(3)	'Community Strings' program	\$5,000 00
4/5/2012	Up With Music Inc	1213 Salem Street North Andover, MA 01845	501c(3)	'Community Strings' program	\$5,000 00
4/5/2012	West End House Inc	105 Allston Street Allston, MA 02134-5029	501c(3)	increased scope of services and programs, for one year	\$30,000 00
4/5/2012	Worcester Roots Project Inc	5 Pleasant Street, 3rd Floor Worcester, MA 01609	501c(3)	Future Focus Youth Training Institute	\$10,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

9/13/2012	Worcester Youth Center	326 Chandler Street Worcester, MA 01605		501c(3)	operations funding	\$50,000 00
11/15/2012	Year Up Inc	93 Summer Street, 5th Floor Boston, MA 02110		501c(3)	core programming	\$20,000 00
9/13/2012	Year Up Inc	93 Summer Street, 5th Floor Boston, MA 02110		501c(3)	core programming	\$50,000 00
6/7/2012	YMCA Merrimack Valley	101 Amesbury Street, 4th Floor Lawrence, MA 01840		501c(3)	Junior Teen Achiever Program	\$20,000 00
12/7/2012	Young Men's Christian Association Berkshire, Inc	22 Brickyard Court North Adams, MA 01247		501c(3)	child care and youth obesity center capital expenses	\$20,000 00
1/17/2012	YMCA of Greater Springfield	275 Chestnut Street Springfield, MA 01104-3498		501c(3)	merger with the Dunbar Community Center	\$50,000 00
10/2/2012	YMCA of Greater Springfield	275 Chestnut Street Springfield, MA 01104-3498		501c(3)	one-half for operations and one- half for capital expenses at the three teen centers	\$35,000 00
4/2/2012	Old Colony Y	320 Main Street Brockton, MA 02301-5389		501c(3)	elevator	\$25,000 00
4/5/2012	Old Colony Y	320 Main Street Brockton, MA 02301-5389		501c(3)	\$100,000 00 for the Youth Focus Program	\$140,000 00
8/9/2012	Youth Development Organization	60 Island Street, Suite 201E Lawrence, MA 01840		501c(3)	program and general operating support	\$42,350 00
1/3/2012	Youth Development Organization	60 Island Street, Suite 201E Lawrence, MA 01840		501c(3)	program and general operating support	\$75,000 00
11/15/2012	Youth Development Organization	60 Island Street, Suite 201E Lawrence, MA 01840		501c(3)	program and general operating support	\$32,650 00
12/7/2012	Youth Enrichment Services, Inc	412 Massachusetts Avenue Boston, MA 02118-3505		501c(3)	capacity building programs	\$40,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

6/7/2012	Youth Opportunities Upheld	Dynamy 27 Sever Street Worcester, MA, MA 01604		501c(3)	Dynamy Youth Academy	\$20,000 00
6/7/2012	The Greater Lawrence YWCA	38 Lawrence Street Lawrence, MA 01840		501c(3)	air conditioning system for the child care rooms and staff offices	\$10,000 00
12/7/2012	Zumix Inc	260 Sumner Street East Boston, MA 02128		501c(3)	operations and program expansion	\$10,000 00
9/13/2012	Zumix Inc	260 Sumner Street East Boston, MA 02128		501c(3)	operations and program expansion	\$40,000 00
						\$6,633,691 00

AMELIA PEABODY FOUNDATION
Tax ID: 04-6036558

<u>Schedule Date</u>	<u>Grantee Legal Name</u>	<u>All conditioned upon evaluation and approval of grant compliance to date</u>	<u>Mark if Recipient is an Individual</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
1/15/2013	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway Roslindale, MA 02131		501(c)3	ASPIRE and Connecting with Care programs	\$35,000 00
7/1/2013	The Uphams Corner Community Center, Inc d/b/a Bird Street Community Center	500 Columbia Road Dorchester, MA 02125		501(c)3	programming support and capital expenses	\$20,000 00
3/1/2013	Boston Debate League Incorporated	31 State Street, 10th Floor Boston, MA 02109		501(c)3	After-School Debate League	\$35,000 00
1/15/2013	Boys & Girls Club of Greater Holyoke, Inc	PO Box 6256 Holyoke, MA 01041		501(c)3	programming in the Holyoke Housing Authority communities	\$35,000 00
1/15/2014	Boys and Girls Club of MetroWest, Inc	169 Pleasant Street Marlboro, MA 01752-1101		501(c)3	programming at the Framingham clubhouse	\$35,000 00
1/15/2013	Boys and Girls Club of MetroWest, Inc	169 Pleasant Street Marlboro, MA 01752-1101		501(c)3	programming at the Framingham clubhouse	\$40,000 00
3/1/2013	Boys and Girls Club of Dorchester, Inc	35 Deer Street Dorchester, MA 02125		501(c)3	Boys and Girls Club of Brockton operations	\$35,000 00
1/15/2013	Boys and Girls Clubs of Middlesex County	66-70 Union Square Somerville, MA 02143		501(c)3	general operating support	\$25,000 00
6/1/2013	Building Excellent Schools Inc	31 Milk Street, 6th Floor Boston, MA 02109		501(c)3	Argosy pledge	\$200,000 00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

1/2/2014	Community Day Care Center of Lawrence f/b/o Community Day Charter Public School	190 Hampshire Street Lawrence, MA 01840		501(c)3	purchase and renovation of the former Charles S Storrow School, over three years	\$125,000 00
1/2/2015	Community Day Care Center of Lawrence f/b/o Community Day Charter Public School	190 Hampshire Street Lawrence, MA 01840		501(c)3	purchase and renovation of the former Charles S Storrow School, over three years	\$100,000 00
1/2/2013	Community Day Care Center of Lawrence f/b/o Community Day Charter Public School	190 Hampshire Street Lawrence, MA 01840		501(c)3	purchase and renovation of the former Charles S Storrow School, over three years	\$150,000 00
1/15/2013	Dennison Memorial Community Center, Inc	755 South First Street New Bedford, MA 02744		501(c)3	\$30,000 00 for operations, \$15,000 00 for an administrative assistant, and \$5,000 00 for the member	\$25,000 00
6/1/2013	Dorchester Youth Collaborative	1514-A Dorchester Avenue Dorchester, MA 02122		501(c)3	programming and the purchase of a van	\$5,000 00
12/9/2013	Brooke School Foundation Inc f/b/o Edward Brooke Charter School	190 Cummins Highway Rosindale, MA 02131		501(c)3	Brooke 2 Mattapan facility	\$55,000 00
12/9/2014	Brooke School Foundation Inc f/b/o Edward Brooke Charter School	190 Cummins Highway Rosindale, MA 02131		501(c)3	Brooke 2 Mattapan facility	\$35,000 00
4/1/2013	LYSOA Inc	16 City Hall Square Lynn, MA 01901		501(c)3	operating support	\$5,000 00
4/1/2013	North Shore Community Action Programs, Inc	98 Main Street Peabody, MA 01960		501(c)3	Salem CyberSpace Academic Learning Center	\$10,000 00
6/1/2013	People Incorporated	4 South Main Street Fall River, MA 02721		501(c)3	operating support for the SMILES Mentoring Program	\$25,000 00
4/1/2013	Project STEP, Inc	Symphony Hall 301 Massachusetts Avenue Boston, MA 02115		501(c)3	core music program, for one year	\$20,000 00

AMELIA PEABODY FOUNDATION

Tax ID: 04-6036558

4/1/2013	Taunton Area School to Career Inc	1 Taunton Green Suite 2, 1st Floor Taunton, MA 02780		501(c)3	Career Mentor Program	\$10,000 00
3/1/2013	YMCA of Greater Springfield	275 Chestnut Street Springfield, MA 01104-3498		501(c)3	one-half for operations and one-half for capital expenses at the three teen centers	\$30,000 00
1/1/2014	Old Colony Y	320 Main Street Brockton, MA 02301-5389		501(c)3	elevator	\$25,000 00
1/1/2013	Old Colony Y	320 Main Street Brockton, MA 02301-5389		501(c)3	elevator	\$50,000 00
						\$1,130,000 00

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Income-Limited Partners	-389838.	0.	-389838.	
Total to Form 990-PF, Part I, line 11	-389838.	0.	-389838.	

Form 990-PF	Legal Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	11091.	6748.	6748.	4343.
To Fm 990-PF, Pg 1, ln 16a	11091.	6748.	6748.	4343.

Form 990-PF	Accounting Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	68200.	34100.	34100.	34100.
To Form 990-PF, Pg 1, ln 16b	68200.	34100.	34100.	34100.

Form 990-PF	Other Professional Fees		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisors	143250.	143250.	143250.	0.
Management fees	124113.	124113.	124113.	0.
Consulting fees	42292.	18769.	18769.	23523.
Custodial fees	64848.	48636.	48636.	16212.
To Form 990-PF, Pg 1, ln 16c	374503.	334768.	334768.	39735.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Payroll taxes	55845.	29598.	29598.	26247.	
Foreign excise taxes	9623.	9623.	9623.	0.	
Excise Taxes	40000.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	105468.	39221.	39221.	26247.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance	20758.	9689.	9689.	11070.	
Office	64357.	35145.	35145.	29211.	
To Form 990-PF, Pg 1, ln 23	85115.	44834.	44834.	40281.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description	Amount		
Net post retirement, returned grant, miscellaneous, prior period adjmt	1063858.		
Total to Form 990-PF, Part III, line 3	1063858.		

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
	143095611.	151253618.		
Total to Form 990-PF, Part II, line 10b	143095611.	151253618.		

Form 990-PF	Other Liabilities	Statement	9
Description	BOY Amount	EOY Amount	
Option & future commitments	729747.	192907.	
Net post retirement liability	646675.	606221.	
Total to Form 990-PF, Part II, line 22	1376422.	799128.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	10
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Margaret St. Clair 1 Hollis Street Wellesley, MA 02482	Executive Director 45.00	259028.	165286.	0.
Bayard Waring 1 Hollis Street Wellesley, MA 02482	Trustee 10.00	20000.	10000.	0.
Philip Waring 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20000.	10000.	0.
Deborah Carlson 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20000.	0.	0.
John Dineen 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20000.	0.	0.
Joseph Kelly 1 Hollis Street wellesley, MA 02482	Chief Investment Officer 45.00	240465.	104908.	0.
Totals included on 990-PF, Page 6, Part VIII		579493.	290194.	0.

Amelia Peabody Foundation
Gains & Losses
12/31/12

Fund	Securities	How Acquired	S/P	Cost	<u>Gain/Loss</u>	
					S/T	L/T
PFN 1	Equities	P	5,453,168	4,040,533	477,742	934,893
PFN 2	Equities	P	91,034,267	88,228,776	928,204	1,877,287
	Fixed income	P	502,500	464,335	38,165	
	Options	P	365,935	93,362	272,573	-
	Foreign cash		175,468	175,604	-136	-
	Capital gain distribution					73,722
			97,531,338	93,002,610	1,716,548	2,885,902
Net						4,602,450