



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

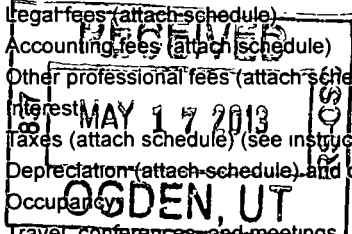
Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation The George F & Sybil H Fuller Foundation		A Employer identification number 04-6125606
Number and street (or P.O. box number if mail is not delivered to street address) 370 Main Street	Room/suite 660	B Telephone number (see instructions) (508) 755-1684
City or town, state, and ZIP code Worcester MA 01608		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) \$ 51,853,381	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) (see instructions))		(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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	486	486		
	4 Dividends and interest from securities	1,042,324	1,042,324		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,407,762			
	b Gross sales price for all assets on line 6a 17,288,073				
	7 Capital gain net income (from Part IV, line 2)		1,407,762		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,450,572	2,450,572	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	164,000	82,000		82,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	23,725	11,863		11,862
	16 a Legal fees (attach schedule)	5,490	2,745		2,745
	b Accounting fees (attach schedule)	14,400	7,200		7,200
	c Other professional fees (attach schedule)	38,928	38,928		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,059	12,259		6,800
	19 Depreciation (attach schedule) and depletion	2,413			
	20 Occupancy	32,120			32,120
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,805			7,805
	24 Total operating and administrative expenses. Add lines 13 through 23	307,940	154,995	0	150,532
	25 Contributions, gifts, grants paid	2,907,049			2,907,049
26 Total expenses and disbursements. Add lines 24 and 25	3,214,989	154,995	0	3,057,581	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-764,417				
b Net investment income (if negative, enter -0-)		2,295,577			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)
 SCANNED MAY 21 2013
 HTA


Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	230,869	97,955	97,955
	2 Savings and temporary cash investments	119,214	1,466,945	1,466,945
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,112,736	5,106,928	5,106,928
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	45,098,492	45,171,232	45,171,232
	14 Land, buildings, and equipment basis ▶ 93,484			
	Less accumulated depreciation (attach schedule) ▶ 83,163	7,781	10,321	10,321
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	48,569,092	51,853,381	51,853,381
	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 (attach schedule)			
	22 Other liabilities (describe ▶ Payroll Liabilities)	2,131	12,390	
	23 Total liabilities (add lines 17 through 22)	2,131	12,390	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	48,566,961	51,840,991	
	30 Total net assets or fund balances (see instructions)	48,566,961	51,840,991	
	31 Total liabilities and net assets/fund balances (see instructions)	48,569,092	51,853,381	

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	48,566,961
2 Enter amount from Part I, line 27a	2	-764,417
3 Other increases not included in line 2 (itemize) ▶ Net unrealized gains (losses) on securities and other	3	4,038,447
4 Add lines 1, 2, and 3	4	51,840,991
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,840,991

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 Morgan Stanley Account 521-025356-049	P	Various	Various
b Morgan Stanley Account 521-025358-049	P	Various	Various
c Morgan Stanley Account 521-034545-049	P	Various	Various
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 14,624,053		13,255,109	1,368,944
b 2,541,022		2,525,508	15,514
c 122,998		99,694	23,304
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,368,944
b			15,514
c			23,304
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	1,407,762
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	0

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.

(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	2,935,108	45,584,610	0.064388
2010	3,719,376	50,822,368	0.073184
2009	3,581,107	49,446,588	0.072424
2008	3,193,649	57,096,220	0.055935
2007	3,958,624	68,155,095	0.058083

2 Total of line 1, column (d)	2	0.324014
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.064803
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	46,516,191
5 Multiply line 4 by line 3	5	3,014,389
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,956
7 Add lines 5 and 6	7	3,037,345
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	3,057,581

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	22,956
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	22,956
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,956
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,210	
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	4,210	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	57	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	18,803	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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
4 a 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?	N/A	
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	
8 a 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

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 ► Mark W Fuller, Treasurer Telephone no ► 508-755-1684 Located at ► 370 Main Street, Suite 660 Worcester MA ZIP+4 ► 01608			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	N/A
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)? (see instructions) ☐ 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 ☐

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)

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None	00	0		
	00	0		
	00	0		
	00	0		
	00	0		
	00	0		

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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

**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 Contributions, gifts and grants provided to 94 organizations in 2012	
	2,907,049
2 Related administrative expenses	
	150,532
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	40,783,766
b	Average of monthly cash balances	1b	109,216
c	Fair market value of all other assets (see instructions)	1c	6,331,577
d	Total (add lines 1a, b, and c)	1d	47,224,559
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	47,224,559
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	708,368
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	46,516,191
6	Minimum investment return. Enter 5% of line 5	6	2,325,810

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	2,325,810
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,956
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	22,956
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,302,854
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,302,854
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,302,854

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	3,057,581
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B		
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	3,057,581
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	22,956
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,034,625

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				2,302,854
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	612,661			
b From 2008	354,474			
c From 2009	1,119,632			
d From 2010	1,192,078			
e From 2011	672,717			
f Total of lines 3a through e	3,951,562			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,057,581				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				2,302,854
e Remaining amount distributed out of corpus	754,727			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,706,289			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	612,661			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,093,628			
10 Analysis of line 9				
a Excess from 2008	354,474			
b Excess from 2009	1,119,632			
c Excess from 2010	1,192,078			
d Excess from 2011	672,717			
e Excess from 2012	754,727			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Schedule			Operating, Capital and Scholarships	2,907,049
Total			▶ 3a	2,907,049
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	486	
4 Dividends and interest from securities			14	1,042,324	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,407,762	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		2,450,572	0
13 Total. Add line 12, columns (b), (d), and (e)				13	2,450,572

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

[illegible]

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

- | 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? | | Yes | No |
|---|---|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

PTIN

Mark L. Love, CPA

self-employed	P00516264
Firm's EIN ▶	26-1439284

Firm's address ► 67 Millbrook Street, Worcester, MA 01606

Phone no	508-797-5200
----------	--------------

Part I, Line 16a (990-PF) - Legal Fees

		5,490	2,745	0	2,745
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Erskine & Erskine, LLC	5,490	2,745		2,745

Part I, Line 16b (990-PF) - Accounting Fees

		14,400	7,200	0	7,200
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Love, Jarominski & Raymond, LLP	14,400	7,200		7,200

Part I, Line 16c (990-PF) - Other Professional Fees

		38,928	38,928	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Morgan Stanley	38,928	38,928		

Part I, Line 18 (990-PF) - Taxes

		19,059	12,259	0	6,800
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	5,459	5,459		
3	Income tax				
4	Payroll taxes	13,600	6,800		6,800
5	Foreign taxes				

Part I, Line 19 (990-PF) - Depreciation and Depletion

Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Furniture & Fixtures	Various	SL	Various	67,802	68,288	2,413		
2	Leasehold Improvements	Various	SL	Various	12,824	12,461			

Part I, Line 23 (990-PF) - Other Expenses

		7,805	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Bank service charges	155		
2	Dues and Subscriptions	92		
3	Postage and Delivery	135		
4	Office Supplies	1,623		
5	Utilities			
6	Office Expenses	892		
7	Filing Fees	250		
8	Insurance	3,613		
9	Memberships	1,045		

Part I, Line 23 (990-PF) - Other Expenses

		7,805
Disbursements for Charitable Purposes		
1	155	
2	92	
3	135	
4	1,623	
5		
6	892	
7	250	
8	3,613	
9	1,045	

Part II, Line 10b (990-PF) - Investments - Corporate Stock						
Description		Num Shares/ Face Value	Book Value	Book Value	FMV	FMV
			Beg. of Year	End of Year	Beg. of Year	End of Year
1	Corporate Stock - Morgan Stanley		3,112,736	5,106,928	3,112,736	5,106,928

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Corporate Stock - Morgan Stanley		3,112,736	5,106,928	3,112,736	5,106,928

Part II, Line 13 (990-PF) - Investments - Other

		45,098,492		45,171,232		45,171,232	
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1	Private Investments REITS - Carey Financial		5,694,035	929,975	929,975		
2	Private Investments - UBS		170,132	90,673	90,673		
3	Private Investments - Concentric Devices, Inc.		820,000	906,107	906,107		
4	Special Investment Funds - Morgan Stanley S		4,606,905	3,556,485	3,556,485		
5	Private Investments - Biomedical Research M		500,160	500,160	500,160		
6	Private Investments - ECI Biotech		300,000	450,000	450,000		
7	Private Investments - Blue Sky Biotech		71,677	0	0		
8	Private Investments - Grove Instruments, Inc		1,100,000	1,100,000	1,100,000		
9	Mutual Funds - Morgan Stanley		31,835,583	37,637,832	37,637,832		

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		93,484	80,750	83,163	7,781	10,321	10,321
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Furniture and Equipment	74,507	68,199	69,505	6,308	5,002	5,002
2	Leasehold Improvements	12,824	12,461	12,461	363	363	363
3	Furniture and Equipment	1,200	90	330	1,110	870	870
4	Furniture and Equipment (New)	4,953	0	867	0	4,086	4,086

CONTRIBUTIONS

2012

NO	GRANTEE	DATE PAID	AMOUNT	CATEGORY
1	Edward Kennedy Health Center	1/31/2012	\$ 50,000.00	Capital
1	St. John's Food for the Poor	1/31/2012	\$ 50,000.00	Capital
1	United Way of Central Massachusetts	1/31/2012	\$ 50,000.00	Capital
1	United Way of Central Massachusetts	1/31/2012	\$ 60,000.00	Operating
1	YMCA of Greater Worcester	1/31/2012	\$ 10,000.00	Operating
1	YMCA of Greater Worcester	1/31/2012	\$ 150,000.00	Capital
1	Higgins Armory Museum	2/23/2012	\$ 50,000.00	Operating
1	Mechanics Hall	3/2/2012	\$ 75,000.00	Capital
1	You, Inc.	3/2/2012	\$ 50,000.00	Capital
1	Abby's House	3/2/2012	\$ 25,000.00	Capital
1	Worcester Educational Collaborative	3/2/2012	\$ 25,000.00	Operating
1	YMCA of Greater Worcester	3/2/2012	\$ 20,000.00	Operating
1	Dynamy	3/2/2012	\$ 15,000.00	Scholarships
1	Worcester Regional Chamber of Commerce	3/2/2012	\$ 15,000.00	Operating
1	Easter Seals	3/2/2012	\$ 15,000.00	Operating
1	Tower Hill Botanic Garden	3/2/2012	\$ 15,000.00	Scholarships
1	Music Worcester, Inc.	3/2/2012	\$ 10,000.00	Operating
1	Springfield College	3/2/2012	\$ 10,000.00	Scholarships
1	Hillside School	3/2/2012	\$ 10,000.00	Scholarships
1	Worcester Academy	3/2/2012	\$ 10,000.00	Scholarships
1	Bancroft School	3/2/2012	\$ 10,000.00	Scholarships
1	American Diabetes Association	3/2/2012	\$ 5,000.00	Operating
1	YouthNet, Inc.	3/2/2012	\$ 3,000.00	Scholarships
1	ArtsWorcester	3/2/2012	\$ 5,000.00	Operating
1	Pakachoag Music School	3/2/2012	\$ 3,000.00	Scholarships
1	Becker College	3/28/2012	\$ 5,000.00	Capital
1	15-40 Connection Cancer Golf Tournament	4/20/2012	\$ 16,000.00	Operating
1	Barton Center for Diabetes Education	4/26/2012	\$ 10,000.00	Scholarships
1	Barton Center for Diabetes Education	4/26/2012	\$ 100,000.00	Capital
1	Berea College	4/26/2012	\$ 2,500.00	Scholarships
1	Boylston Youth Baseball & Softball	4/26/2012	\$ 10,000.00	Capital
1	EcoTarium	4/26/2012	\$ 9,000.00	Scholarships
1	Gordon College	4/26/2012	\$ 10,000.00	Scholarships
1	Joy of Music Program	4/26/2012	\$ 6,000.00	Scholarships
1	Mass Symphony Orchestra	4/26/2012	\$ 7,500.00	Operating
1	Northfield Mount Hermon School	4/26/2012	\$ 10,000.00	Scholarships
1	Worcester Research Bureau	4/26/2012	\$ 10,000.00	Operating
1	Southeast Asian Coalition	4/26/2012	\$ 3,000.00	Operating
1	Why Me & Sherry's House	4/26/2012	\$ 1,000.00	Capital
1	Worcester State University	4/26/2012	\$ 10,000.00	Scholarships
1	Aids Project	5/3/2012	\$ 25,000.00	Capital
1	Old Sturbridge Village	5/3/2012	\$ 50,000.00	Capital
1	Skyline Technical Fund Worcester Voke	5/3/2012	\$ 40,000.00	Capital
1	Nativity School of Worcester	5/3/2012	\$ 100,000.00	Capital
1	EcoTarium	5/3/2012	\$ 200,000.00	Capital
1	Assumption College	5/3/2012	\$ 200,000.00	Capital

CONTRIBUTIONS

2012

1	Hillside Restoration Project	6/20/2012	\$ 10,437.00	Capital
1	Friendly House	6/20/2012	\$ 5,000.00	Capital
1	Briarwood Continuing Care	6/20/2012	\$ 19,000.00	Capital
1	New England Dream Center	6/20/2012	\$ 15,000.00	Capital
1	Bottom Line	6/20/2012	\$ 5,000.00	Capital
1	Worcester Educational Development Fdn.	6/20/2012	\$ 7,500.00	Operating
1	Tower Hill Botanic Garden	6/20/2012	\$ 17,600.00	Operating
1	Calliope Productions, Inc.	6/20/2012	\$ 10,000.00	Capital
1	Main South Community Development	6/20/2012	\$ 10,000.00	Capital
1	American Red Cross	6/20/2012	\$ 15,000.00	Operating
1	Mass College of Pharmacy & Health Serv.	6/20/2012	\$ 10,000.00	Scholarships
1	YMCA of Greater Worcester	6/20/2012	\$ 1,000.00	Operating
1	College of the Holy Cross	6/20/2012	\$ 10,000.00	Scholarships
1	Cape Ann YMCA	6/20/2012	\$ 2,500.00	Operating
1	Clark University	6/20/2012	\$ 10,000.00	Scholarships
1	Becker College	6/20/2012	\$ 10,000.00	Scholarships
1	Bay Path College	6/20/2012	\$ 10,000.00	Scholarships
1	Anna Maria College	6/20/2012	\$ 10,000.00	Scholarships
1	Assumption College	6/20/2012	\$ 10,000.00	Scholarships
1	Worcester Polytechnic Institute	6/20/2012	\$ 10,000.00	Scholarships
1	Rachel's Table	6/20/2012	\$ 10,000.00	Operating
1	Nichols College	6/20/2012	\$ 10,000.00	Scholarships
1	Easter Seals	6/20/2012	\$ 10,000.00	Scholarships
1	Colby-Sawyer College	6/20/2012	\$ 10,000.00	Scholarships
1	Clarke School for the Deaf	6/20/2012	\$ 10,000.00	Scholarships
1	Nativity School of Worcester	6/20/2012	\$ 10,000.00	Scholarships
1	Seven Hills Foundation	6/20/2012	\$ 25,000.00	Operating
1	Dartmouth College	6/20/2012	\$ 5,000.00	Scholarships
1	Umass Medical School/Umass Memorial	6/20/2012	\$ 10,000.00	Scholarships
1	Piedmont College	6/20/2012	\$ 1,000.00	Scholarships
1	Old Sturbridge Village	6/20/2012	\$ 5,000.00	Operating
1	Worcester Area Mission Society	6/20/2012	\$ 3,000.00	Operating
1	St. Joseph's College	6/20/2012	\$ 5,000.00	Scholarships
1	Quinsigamond Community College Fdn	6/20/2012	\$ 10,000.00	Scholarships
1	Boys & Girls Club Wheels to Water	6/28/2012	\$ 17,241.00	Operating
1	Preservation Worcester	7/5/2012	\$ 75,000.00	Capital
1	Boys & Girls Club Wheels to Water	8/2/2012	\$ 12,759.00	Operating
1	Higgins Armory Museum	8/21/2012	\$ 50,000.00	Operating
1	Hanover Theatre	8/30/2012	\$ 100,000.00	Capital
1	Becker College	8/30/2012	\$ 100,000.00	Capital
1	Clark University	8/30/2012	\$ 6,210.00	Capital
1	St Francis Episcopal Church	8/30/2012	\$ 15,000.00	Capital
1	Jericho Road Project	8/30/2012	\$ 5,000.00	Capital
1	Audio Journal	8/30/2012	\$ 10,000.00	Capital
1	Pathways for Change	8/30/2012	\$ 10,000.00	Capital
1	Literacy Volunteers	8/30/2012	\$ 5,000.00	Operating
1	Tufts University Veterinary	8/30/2012	\$ 10,000.00	Scholarships

CONTRIBUTIONS

2012

1	Higgins Armory Museum	8/30/2012	\$ 1,500.00	Operating
1	YMCA of Central Massachusetts	8/30/2012	\$ 18,268.00	Capital
1	First Night Worcester	8/30/2012	\$ 7,500.00	Operating
1	Friendly House	10/2/2012	\$ 500.00	Capital
1	Straight Ahead Ministries	10/2/2012	\$ 33,100.00	Capital
1	Salisbury Singers	10/15/2012	\$ 3,000.00	Operating
1	Stonleigh-Burnham School	10/15/2012	\$ 5,000.00	Capital
1	Worcester Comprehensive Education	10/15/2012	\$ 10,000.00	Capital
1	Mass College of Pharmacy & Health	10/15/2012	\$200,000.00	Capital
1	WPI	10/15/2012	\$ 200,000.00	Capital
1	American Red Cross	11/5/2012	\$ 10,000.00	Operating
1	McCauley Nazareth	12/13/2012	\$ 10,000.00	Capital
1	Community Harvest Project	12/13/2012	\$ 10,000.00	Capital
1	Jewish Community Center	12/13/2012	\$ 10,000.00	Capital
1	Worcester Youth Center	12/13/2012	\$ 5,000.00	Operating
1	Tower Hill Botanic Garden	12/13/2012	\$ 4,144.00	Operating
1	Armenian Church of the Martyrs	12/13/2012	\$ 5,000.00	Capital
1	Willard House of Clocks	12/13/2012	\$ 1,000.00	Operating
1	Community Legal Aid	12/13/2012	\$ 10,000.00	Capital
1	Center for Nonviolence	12/13/2012	\$ 5,000.00	Operating
1	Worcester Roots Project	12/13/2012	\$ 6,000.00	Capital
1	Stone Soup Community Center	12/13/2012	\$ 20,000.00	Capital
1	Becker College Haiti Student Trip	12/13/2012	\$ 2,500.00	Operating
1	Jeremiah's Inn	12/13/2012	\$ 3,000.00	Operating
1	Abby's House	12/13/2012	\$ 3,000.00	Operating
1	American Red Cross	12/13/2012	\$ 6,000.00	Operating
1	Barton Center for Diabetes Education	12/13/2012	\$ 3,895.00	Operating
1	First Congregational Church Boylston	12/13/2012	\$ 4,395.00	Operating
1	Nativity School of Worcester	12/13/2012	\$ 3,000.00	Operating
1	Worcester County Food Bank	12/13/2012	\$ 2,000.00	Operating
			\$ 2,907,049.00	