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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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation: **WYMAN-GORDON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **370 MAIN STREET, 12TH FLOOR**

Room/suite: _____

City or town, state, and ZIP code: **WORCESTER, MA 01608**

A Employer identification number: **04-6142600**

B Telephone number: **(508) 459-8000**

C If exemption application is pending, check here

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

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

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

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

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

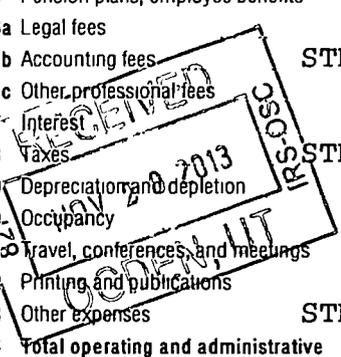
I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 5,774,766.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (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 | | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 11. | 11. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 135,860. | 135,860. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 103,535. | | | |
| | b Gross sales price for all assets on line 6a | 1,672,220. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 103,535. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | 3,911. | 3,911. | | STATEMENT 3 | |
| 12 Total Add lines 1 through 11 | 243,317. | 243,317. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 6,000. | 3,000. | | 3,000. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | 20,000. | 10,000. | | 10,000. |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes | 8,065. | 0. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | 22,309. | 22,000. | | 309. |
| | 24 Total operating and administrative expenses Add lines 13 through 23 | 56,374. | 35,000. | | 13,309. |
| | 25 Contributions, gifts, grants paid | 253,850. | | | 253,850. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 310,224. | 35,000. | | 267,159. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -66,907. | | | | |
| b Net investment income (if negative, enter -0-) | | 208,317. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|---|---|---|-------------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 5,860. | 9,577. | 9,577. |
| | 2 Savings and temporary cash investments | 10,828. | 2,438. | 2,438. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | 7,843. | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock | | | |
| | c Investments - corporate bonds | | | |
| 11 Investments - land, buildings, and equipment basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | STMT 7 | 5,488,167. | 5,425,933. | 5,762,751. |
| 14 Land, buildings, and equipment basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers) | | 5,512,698. | 5,437,948. | 5,774,766. |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | 80,000. | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | | 80,000. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| 27 Capital stock, trust principal, or current funds | 5,708,913. | 5,708,913. | | |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | -276,215. | -270,965. | | |
| 30 Total net assets or fund balances | | 5,432,698. | 5,437,948. | |
| 31 Total liabilities and net assets/fund balances | | 5,512,698. | 5,437,948. | |

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 | 5,432,698. |
| 2 Enter amount from Part I, line 27a | 2 | -66,907. |
| 3 Other increases not included in line 2 (itemize) ▶ DECREASE IN GRANTS PAYABLE | 3 | 80,000. |
| 4 Add lines 1, 2, and 3 | 4 | 5,445,791. |
| 5 Decreases not included in line 2 (itemize) ▶ DECREASE IN ACCOUNTS RECEIVABLE | 5 | 7,843. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 5,437,948. |

Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|----|--|--|--------------------------------------|----------------------------------|
| 1a | SEE ATTACHED MORGAN STANLEY - S/T | P | | |
| b | SEE ATTACHED MORGAN STANLEY - S/T | P | | |
| c | SEE ATTACHED MORGAN STANLEY - L/T | P | | |
| d | SEE ATTACHED MORGAN STANLEY - L/T | P | | |
| e | CAPITAL GAINS DIVIDENDS | | | |

| | (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 | 26,235. | | 24,428. | 1,807. |
| b | 55,666. | | 51,454. | 4,212. |
| c | 1,442,398. | | 1,397,445. | 44,953. |
| d | 95,358. | | 95,358. | 0. |
| e | 52,563. | | | 52,563. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 1,807. |
| b | | | 4,212. |
| c | | | 44,953. |
| d | | | 0. |
| e | | | 52,563. |

| | | | |
|---|---|---|----------|
| 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 | 103,535. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2011 | 257,968. | 5,644,378. | .045704 |
| 2010 | 270,287. | 5,491,697. | .049217 |
| 2009 | 263,219. | 4,882,804. | .053907 |
| 2008 | 326,277. | 5,806,420. | .056192 |
| 2007 | 320,608. | 7,024,386. | .045642 |

| | | | |
|---|--|---|------------|
| 2 | Total of line 1, column (d) | 2 | .250662 |
| 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 | .050132 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 5,522,067. |
| 5 | Multiply line 4 by line 3 | 5 | 276,832. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,083. |
| 7 | Add lines 5 and 6 | 7 | 278,915. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 267,159. |

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

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

| | | | |
|--|---|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | } | 1 | 4,166. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | 0. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | 3 | 4,166. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 3 Add lines 1 and 2 | | 5 | 4,166. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 6a | 4,280. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 6b | |
| 6 Credits/Payments: | | 6c | 3,000. |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | | 6d | |
| b Exempt foreign organizations - tax withheld at source | | 7 | 7,280. |
| c Tax paid with application for extension of time to file (Form 8868) | | 8 | 40. |
| d Backup withholding erroneously withheld | | 9 | |
| 7 Total credits and payments. Add lines 6a through 6d | | 10 | 3,074. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | | 11 | 0. |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | | | |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 3,074. Refunded <input type="checkbox"/> | | | |

Part VII-A Statements Regarding Activities

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

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) | | | 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) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u> | X | | |
| 14 | The books are in care of ► <u>WARNER S. FLETCHER, ESQ.</u> Telephone no. ► <u>(508) 459-8000</u> Located at ► <u>370 MAIN STREET, 12TH FLOOR, WORCESTER, MA</u> ZIP+4 ► <u>01608</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? <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 checked="" type="checkbox"/> Yes <input 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 | | 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? | | 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 ► _____, _____, _____ | | |
| 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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? | | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 |
|---|---|---|---|---------------------------------------|
| DAVID P GRUBER 16 CARDING MILL ROAD SUDBURY, MA 01776 | PRESIDENT 1.00 | 2,000. | 0. | 0. |
| WALLACE F. WHITNEY, JR. 43 BROOK STATION ROAD PRINCETON, MA 01541 | SECRETARY/TREASURER 1.00 | 2,000. | 0. | 0. |
| WARNER S. FLETCHER 11 MONMOUTH ROAD WORCESTER, MA 01609 | DIRECTOR 1.00 | 2,000. | 0. | 0. |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000 **0**

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|--------------------------|------------------|
| MORGAN STANLEY 1 TECHNOLOGY DR, WESTBOROUGH, MA 01581 | INVESTMENT ADVISORY FEES | 22,000. |
| FLETCHER TILTON PC - 370 MAIN STREET, 12TH FLR, WORCESTER, MA 01608 | ADMINISTRATIVE FEES | 20,000. |
| | | |
| | | |
| | | |
| | | |

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|--------|
| 1 N/A | |
| 2 | |
| 3 All other program-related investments. See instructions | |
| 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 | 5,537,194. |
| b | Average of monthly cash balances | 1b | 68,965. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 5,606,159. |
| 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 | 5,606,159. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 84,092. |
| 5 | Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,522,067. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 276,103. |

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 | 276,103. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 4,166. |
| b | Income tax for 2012. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 4,166. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 271,937. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 271,937. |
| 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 | 271,937. |

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 | 267,159. |
| 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 | 267,159. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions Subtract line 5 from line 4 | 6 | 267,159. |

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 | | | | 271,937. |
| 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 | 19,644. | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 19,644. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 267,159. | | | | |
| 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 | | | | 267,159. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (c), the same amount must be shown in column (a)) | 4,778. | | | 4,778. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 14,866. | | | |
| 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 | 14,866. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | 14,866. | | | |
| c Excess from 2010 | | | | |
| 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 | | | | (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:

SEE STATEMENT 8

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|---------------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE ATTACHED | NONE | PUBLIC CHARITY | SOCIAL SERVICES | 253,850. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | ▶ 3a 253,850. |
| b Approved for future payment | | | | |
| SEE ATTACHED | NONE | PUBLIC CHARITY | SOCIAL SERVICES | 95,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | ▶ 3b 95,000. |

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

| SOURCE | AMOUNT |
|--|--------|
| MORGAN STANLEY | 11. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 11. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| MORGAN STANLEY MUTUAL FUNDS | 135,860. | 0. | 135,860. |
| MORGAN STANLEY- LTCG | 52,563. | 52,563. | 0. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 188,423. | 52,563. | 135,860. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------|---------------------------|-------------------------|
| MORGAN STANLEY - REFUND OF MUTUAL FUND FEES | 4,266. | 4,266. | |
| DIFFERENCE IN ACCRUAL TO CASH DIVIDENDS | -355. | -355. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 3,911. | 3,911. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| AUDIT AND ACCOUNTING FEES | 20,000. | 10,000. | | 10,000. |
| TO FORM 990-PF, PG 1, LN 16B | 20,000. | 10,000. | | 10,000. |

FORM 990-PF TAXES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EST TAX PAYMENT | 6,053. | 0. | | 0. |
| FOREIGN TAX | 1,942. | 0. | | 0. |
| MASS TAX | 70. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 8,065. | 0. | | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FILING FEES | 309. | 0. | | 309. |
| INVESTMENT MANAGEMENT FEES | 22,000. | 22,000. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 22,309. | 22,000. | | 309. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|------------|----------------------|
| MUTUAL FUNDS | COST | 5,325,933. | 5,662,751. |
| AIPABSRT | COST | 0. | 0. |
| CAMBRIDGE SEMANTICS | COST | 100,000. | 100,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 5,425,933. | 5,762,751. |

FORM-990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WYMAN-GORDON FOUNDATION
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

TELEPHONE NUMBER

508-459-8093

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD INCLUDE A FORMAL PROPOSAL, INCLUDING THE PURPOSE OF FUNDS REQUESTED AND ANY PERTINENT ACCOMPANYING INFORMATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Wyman-Gordon 2012 Grant Payments

1 November 2013

| Organization Legal Name | Project Title | ID | Grant Amount | Amount Paid | Schedule Date | Payment Amount |
|---|----------------------|--------------|--------------|-------------|---------------|----------------|
| <u>Abby's House</u> | | | | | | |
| Abby's House | Roof Replacement | 1087913 7 | \$10,000.00 | \$10,000.00 | 12/28/2012 | \$10,000.00 |
| <i>Total Abby's House (1 item)</i> | | | | | | |
| <u>American Red Cross of Central Massachusetts</u> | | | | | | |
| American Red Cross of Central Massachusetts | Disaster Relief Fund | 1087913 4 | \$5,000.00 | \$5,000.00 | 12/28/2012 | \$5,000.00 |
| <i>Total American Red Cross of Central Massachusetts (1 item)</i> | | | | | | |
| <u>ARTSWorcester</u> | | | | | | |
| ARTSWorcester | Annual Support | 1063603 0 | \$500.00 | \$500.00 | 5/2/2012 | \$500.00 |
| <i>Total ARTSWorcester (1 item)</i> | | | | | | |
| <u>Boys and Girls Club of Worcester</u> | | | | | | |
| Boys and Girls Club of Worcester | Annual Support | 1063605 7 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Boys and Girls Club of Worcester (1 item)</i> | | | | | | |
| <u>Common Ground Land Trust, Inc.</u> | | | | | | |
| Common Ground Land Trust, Inc. | Land Acquisition | 1064235 8 | \$10,000.00 | \$10,000.00 | 5/2/2012 | \$10,000.00 |
| <i>Total Common Ground Land Trust, Inc. (1 item)</i> | | | | | | |

| Organization Legal Name | Project Title | ID | Grant Amount | Amount Paid | Schedule Date | Payment Amount |
|---|-----------------------|--------------|--------------|-------------|---------------|----------------|
| <u>Community Harvest Project, Inc.</u> | | | | | | |
| Community Harvest Project, Inc. | Truck Charger | 1087913 3 | \$1,000.00 | \$1,000.00 | 12/28/2012 | \$1,000.00 |
| <i>Total Community Harvest Project, Inc (1 item)</i> | | | | | | |
| <u>EcoTarium</u> | | | | | | |
| EcoTarium | Annual Support | 1063607 7 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total EcoTarium (1 item)</i> | | | | | | |
| <u>Girls Incorporated of Worcester</u> | | | | | | |
| Girls Incorporated of Worcester | Annual Support | 1063609 3 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Girls Incorporated of Worcester (1 item)</i> | | | | | | |
| <u>Habitat for Humanity MetroWest/Greater Worcester</u> | | | | | | |
| Habitat for Humanity MetroWest/Greater Worcester | 133 Plantation Street | 1087913 5 | \$5,000.00 | \$5,000.00 | 12/28/2012 | \$5,000.00 |
| <i>Total Habitat for Humanity MetroWest/Greater Worcester (1 item)</i> | | | | | | |
| <u>Hanover Theatre for the Performing Arts</u> | | | | | | |
| Hanover Theatre for the Performing Arts | Annual Support | 1063631 1 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Hanover Theatre for the Performing Arts (1 item)</i> | | | | | | |
| <u>Higgins Armory Museum</u> | | | | | | |
| Higgins Armory Museum | Annual Support | 1063632 0 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Higgins Armory Museum (1 item)</i> | | | | | | |

| Organization Legal Name | Project Title | ID | Grant Amount | Amount Paid | Schedule Date | Payment Amount |
|--|-----------------|--------------|--------------|-------------|---------------|----------------|
| <u>Main South Community Development Corporation</u> | | | | | | |
| Main South Community Development Corporation | Annual Support | 1063632 8 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Main South Community Development Corporation (1 item)</i> | | | | | | |
| <u>Massachusetts Symphony Orchestra</u> | | | | | | |
| Massachusetts Symphony Orchestra | Annual Support | 1063639 5 | \$350.00 | \$350.00 | 5/2/2012 | \$350.00 |
| <i>Total Massachusetts Symphony Orchestra (1 item)</i> | | | | | | |
| <u>Mechanics Hall</u> | | | | | | |
| Mechanics Hall | Annual Support | 1063640 0 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Mechanics Hall (1 item)</i> | | | | | | |
| <u>Music Worcester, Inc.</u> | | | | | | |
| Music Worcester, Inc | Annual Support | 1063640 6 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Music Worcester, Inc (1 item)</i> | | | | | | |
| <u>Oak Hill Community Development Corporation</u> | | | | | | |
| Oak Hill Community Development Corporation | Annual Support | 1063642 6 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Oak Hill Community Development Corporation (1 item)</i> | | | | | | |
| <u>Seven Hills Foundation</u> | | | | | | |
| Seven Hills Foundation | ASPIRE Campaign | 1087913 6 | \$15,000.00 | \$15,000.00 | 12/28/2012 | \$15,000.00 |

| Organization Legal Name | Project Title | ID | Grant Amount | Amount Paid | Schedule Date | Payment Amount |
|---|-------------------------|--------------|--------------|-------------|---------------|----------------|
| Seven Hills Foundation | Lori LaJorie Tournament | 1087875 0 | \$2,500.00 | \$2,500.00 | 9/1/2012 | \$2,500.00 |
| <i>Total Seven Hills Foundation (2 items)</i> | | | | | | |
| <u>Special Olympics Massachusetts</u> | | | | | | |
| Special Olympics Massachusetts | Phase II Campaign | 1064236 1 | \$10,000.00 | \$10,000.00 | 5/2/2012 | \$10,000.00 |
| <i>Total Special Olympics Massachusetts (1 item)</i> | | | | | | |
| <u>Stone Soup Artist Activist Collective and Community Resource Center</u> | | | | | | |
| Stone Soup Artist Activist Collective and Community Resource Center | Santa Claus Grant | 1087913 8 | \$5,000.00 | \$5,000.00 | 12/28/2012 | \$5,000.00 |
| <i>Total Stone Soup Artist Activist Collective and Community Resource Center (1 item)</i> | | | | | | |
| <u>Straight Ahead Ministries, Inc.</u> | | | | | | |
| Straight Ahead Ministries, Inc. | Santa Claus Grant | 1087913 9 | \$5,000.00 | \$5,000.00 | 12/28/2012 | \$5,000.00 |
| <i>Total Straight Ahead Ministries, Inc (1 item)</i> | | | | | | |
| <u>Tower Hill Botanic Garden</u> | | | | | | |
| Tower Hill Botanic Garden | Annual Support | 1063652 0 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Tower Hill Botanic Garden (1 item)</i> | | | | | | |
| <u>UMass Memorial Foundation</u> | | | | | | |
| UMass Memorial Foundation | Annual Support | 1063643 1 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total UMass Memorial Foundation (1 item)</i> | | | | | | |

| Organization Legal Name | Project Title | ID | Grant Amount | Amount Paid | Schedule Date | Payment Amount |
|--|-----------------------|--------------|--------------|--------------|---------------|----------------|
| <u>United Way of Central Massachusetts</u> | | | | | | |
| United Way of Central Massachusetts | 2011 Campaign | 1010083 2 | \$150,000.00 | \$150,000.00 | 4/1/2012 | \$35,000.00 |
| United Way of Central Massachusetts | 2012 Capital Campaign | 1087873 4 | \$150,000.00 | \$150,000.00 | 9/4/2012 | \$75,000.00 |
| United Way of Central Massachusetts | 2012 Capital Campaign | 1087873 5 | \$150,000.00 | \$150,000.00 | 8/30/2012 | \$30,000.00 |
| <i>Total United Way of Central Massachusetts (3 items)</i> | | | | | | |
| <u>WICN</u> | | | | | | |
| WICN | Annual Support | 1063644 0 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total WICN (1 item)</i> | | | | | | |
| <u>Worcester Art Museum</u> | | | | | | |
| Worcester Art Museum | Annual Support | 1063645 4 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Worcester Art Museum (1 item)</i> | | | | | | |
| <u>Worcester Common Ground</u> | | | | | | |
| Worcester Common Ground | Annual Support | 1063646 2 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Worcester Common Ground (1 item)</i> | | | | | | |
| <u>Worcester Community Housing Resources, Inc.</u> | | | | | | |
| Worcester Community Housing Resources, Inc | Annual Support | 1063647 6 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Worcester Community Housing Resources, Inc (1 item)</i> | | | | | | |

| Organization Legal Name | Project Title | ID | Grant Amount | Amount Paid | Schedule Date | Payment Amount |
|---|---------------------------|--------------|--------------|-------------|---------------|----------------|
| <u>Worcester County Food Bank</u> | | | | | | |
| Worcester County Food Bank | Annual Support | 1063648 9 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Worcester County Food Bank (1 item)</i> | | | | | | |
| <u>Worcester East Side Community Development Corporation</u> | | | | | | |
| Worcester East Side Community Development Corporation | Annual Support | 1063650 5 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Worcester East Side Community Development Corporation (1 item)</i> | | | | | | |
| <u>Worcester Historical Museum</u> | | | | | | |
| Worcester Historical Museum | Annual Support | 1063651 5 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total Worcester Historical Museum (1 item)</i> | | | | | | |
| <u>Worcester Polytechnic Institute</u> | | | | | | |
| Worcester Polytechnic Institute | Worcester Fellows Program | 8383740 | \$60,000.00 | \$60,000.00 | 12/1/2012 | \$15,000.00 |
| <i>Total Worcester Polytechnic Institute (1 item)</i> | | | | | | |
| <u>Worcester Regional Research Bureau, Inc.</u> | | | | | | |
| Worcester Regional Research Bureau, Inc. | Annual Support | 1063653 0 | \$3,000.00 | \$3,000.00 | 5/2/2012 | \$3,000.00 |
| <i>Total Worcester Regional Research Bureau, Inc (1 item)</i> | | | | | | |
| <u>Y.O.U., Inc.</u> | | | | | | |
| Y O U., Inc. | Annual Support | 1063655 7 | \$2,500.00 | \$2,500.00 | 5/2/2012 | \$2,500.00 |

| Organization Legal Name | Project Title | ID | Grant Amount | Amount Paid | Schedule Date | Payment Amount |
|--|--------------------|--------------|--------------|--------------|---------------|----------------|
| <i>Total Y.O.U., Inc (1 item)</i> | | | | | | |
| <u>YMCA of Central Massachusetts</u> | | | | | | |
| YMCA of Central Massachusetts | Annual Support | 1063654 7 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| <i>Total YMCA of Central Massachusetts (1 item)</i> | | | | | | |
| <u>YWCA of Central Massachusetts</u> | | | | | | |
| YWCA of Central Massachusetts | Annual Support | 1063656 4 | \$1,000.00 | \$1,000.00 | 5/2/2012 | \$1,000.00 |
| YWCA of Central Massachusetts | Flooring & Carpets | 1064236 2 | \$4,000.00 | \$4,000.00 | 5/2/2012 | \$4,000.00 |
| <i>Total YWCA of Central Massachusetts (2 items)</i> | | | | | | |
| Grand Totals (39 items) | | | \$608,850.00 | \$608,850.00 | | \$253,850.00 |

Wyman-Gordon Foundation Due After 2012

11/6/2013

| Organization Request ID/Ref. Num. | Grant Total | Paid Prior Years | Paid YTD | 2013 | Scheduled Payments 2014 | 2015 | Remaining Balance |
|---|----------------|---------------------|-------------|--------|----------------------------|--------|----------------------|
| <u>2011</u> | | | | | | | |
| Worcester Polytechnic Institute 5443374 | \$60,000 00 | \$30,000 00 | \$15,000 00 | \$0 00 | \$15,000 00 | \$0 00 | \$0 00 |
| <i>Total 2011</i> (1 item) | \$60,000 00 | \$30,000 00 | \$15,000 00 | \$0 00 | \$15,000 00 | \$0 00 | \$0 00 |
| <u>2013</u> | | | | | | | |
| Lutheran Social Services of New England, Inc. 7313868 | \$10,000 00 | \$0 00 | \$5,000 00 | \$0 00 | \$5,000 00 | \$0 00 | \$0 00 |
| United Way of Central Massachusetts 7313874 | \$150,000 00 | \$0 00 | \$75,000 00 | \$0 00 | \$75,000 00 | \$0 00 | \$0 00 |
| <i>Total 2013</i> (2 items) | \$160,000 00 | \$0 00 | \$80,000 00 | \$0 00 | \$80,000 00 | \$0 00 | \$0 00 |
| Grand Total (3 items) | \$220,000 00 | \$30,000 00 | \$95,000 00 | \$0 00 | \$95,000 00 | \$0 00 | \$0 00 |

Corporate Tax Statement
Tax Year 2012

WYMAN GORDON FOUNDATION
ATTENTION: WARNER S FLETCHER
370 MAIN STREET
WORCESTER MA 01608-1723

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number 04-6142600
Account Number: 521 024719 049

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

| DESCRIPTION (Box 8) | QUANTITY ACQUIRED (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|--|----------------------------|------------------------|-----------------------|----------------------|--------------------------------------|-----------------------------------|--------------------|-------------------------------------|
| ABERDEEN INTL EQ A | 1,635.088 | 08/31/12 | 12/19/12 | \$23,300.00 | \$21,763.02 | \$0.00 | \$1,536.98 | \$0.00 |
| PRUDENTIAL JENNISON 20/20 FO Z | 176.240 | 06/01/12 | 08/29/12 | \$2,934.40 | \$2,664.75 | \$0.00 | \$269.65 | \$0.00 |
| Total Short Term Covered Securities | | | | \$26,234.40 | \$24,427.77 | \$0.00 | \$1,806.63 | \$0.00 |

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|--------------------------------|-------------------|------------------------|-----------------------|----------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------------------|
| BLACKROCK INTL OPPORT INST | 152.512 | 12/12/11 | 08/29/12 | \$4,825.55 | \$4,447.17 | \$0.00 | \$378.38 | \$0.00 |
| COLUMBIA EMERG MKTS BOND Z | 482.420 | 12/20/11 | 08/31/12 | \$5,900.00 | \$5,345.21 | \$0.00 | \$554.79 | \$0.00 |
| | 142.631 | 12/20/11 | 12/19/12 | \$1,800.00 | \$1,580.35 | \$0.00 | \$219.65 | \$0.00 |
| Security Subtotal | 625.051 | | | \$7,700.00 | \$6,925.56 | \$0.00 | \$774.44 | \$0.00 |
| GUGGENHEIM LG SHT COMM STRAT H | 151.679 | 12/12/11 | 08/29/12 | \$3,167.06 | \$3,810.18 | \$0.00 | (\$643.12) | \$0.00 |
| | 102.459 | 12/20/11 | 08/29/12 | \$2,139.34 | \$2,500.00 | \$0.00 | (\$360.66) | \$0.00 |
| Security Subtotal | 254.138 | | | \$5,306.40 | \$6,310.18 | \$0.00 | (\$1,003.78) | \$0.00 |

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

WYMAN GORDON FOUNDATION
ATTENTION: WARNER S FLETCHER
370 MAIN STREET
WORCESTER MA 01608-1723

Taxpayer ID Number: 04-6142600
Account Number: 521 024719 049

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 9949 Part I with box 8 checked.) (Continued)

| DESCRIPTION (Box 8) | QUANTITY ACQUIRED (Box 1e) | DATE (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|--|----------------------------|---------------|-----------------------|----------------------|--------------------------------------|------------------------------|--------------------|-------------------------------------|
| HENDERSON INTL OPPORT I | 114.669 | 12/28/11 | 08/29/12 | \$2,255.65 | \$2,014.73 | \$0.00 | \$240.92 | \$0.00 |
| IVY ASSET STRATEGY I | 56.005 | 12/08/11 | 08/29/12 | \$1,400.68 | \$1,284.12 | \$0.00 | \$116.56 | \$0.00 |
| | 232.871 | 12/20/11 | 08/29/12 | \$5,824.15 | \$5,200.00 | \$0.00 | \$624.15 | \$0.00 |
| Security Subtotal | 288.876 | | | \$7,224.83 | \$6,484.12 | \$0.00 | \$740.71 | \$0.00 |
| JOHN HANCOCK DISC VAL MDCP I | 507.132 | 12/20/11 | 08/31/12 | \$6,400.00 | \$5,661.70 | \$0.00 | \$738.30 | \$0.00 |
| | 188.395 | 12/20/11 | 12/19/12 | \$2,500.00 | \$2,103.27 | \$0.00 | \$396.73 | \$0.00 |
| Security Subtotal | 695.527 | | | \$8,900.00 | \$7,764.97 | \$0.00 | \$1,135.03 | \$0.00 |
| PRUDENTIAL JENNISON 20/20 FO Z | 597.814 | 12/01/11 | 08/29/12 | \$9,953.60 | \$9,469.37 | \$0.00 | \$484.23 | \$0.00 |
| VIRTUS INSIGHT EMERG MKTS I | 919.652 | 12/20/11 | 12/19/12 | \$9,500.00 | \$8,037.75 | \$0.00 | \$1,462.25 | \$0.00 |
| Total Short Term Noncovered Securities | | | | \$55,666.03 | \$51,453.85 | \$0.00 | \$4,212.18 | \$0.00 |
| Total Short Term Covered and Noncovered Securities | | | | \$81,900.43 | \$75,681.62 | \$0.00 | \$6,018.81 | \$0.00 |

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Morgan Stanley

Corporate Tax Statement Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC
 Harborside Financial Center
 Plaza 2 2nd Floor
 Jersey City, NJ 07311
 Identification Number: 26-4310632
 Taxpayer ID Number: 04-6142600
 Account Number: 521 024719 049

WYMAN GORDON FOUNDATION
 ATTENTION: WARNER S FLETCHER
 370 MAIN STREET
 WORCESTER MA 01608-1723

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|------------------------------|-------------------|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------|--------------------|-------------------------------------|
| ALGER SPECTRA A | 2,930.166 | 08/23/11 | 08/31/12 | \$40,700.00 | \$33,843.42 | \$0.00 | \$6,856.58 | \$0.00 |
| AMER CENT HERITAGE A | 691.709 | 08/25/08 | 08/31/12 | \$15,100.00 | \$12,955.71 | \$0.00 | \$2,144.29 | \$0.00 |
| BLACKROCK EQUITY DIVIDEND I | 900.305 | 12/17/07 | 08/31/12 | \$17,700.00 | \$17,927.40 | \$0.00 | (\$227.40) | \$0.00 |
| | 29,895 | 12/17/07 | 12/19/12 | \$600.00 | \$585.29 | \$0.00 | \$14.71 | \$0.00 |
| Security Subtotal | 930.200 | | | \$18,300.00 | \$18,522.69 | \$0.00 | (\$222.69) | \$0.00 |
| BLACKROCK INTL OPPORT INST | 6,471.478 | 09/19/09 | 08/29/12 | \$204,757.50 | \$201,154.18 | \$0.00 | \$3,603.32 | \$0.00 |
| | 134.470 | 12/14/10 | 08/29/12 | \$4,254.63 | \$4,660.57 | \$0.00 | (\$405.94) | \$0.00 |
| | 272.101 | 08/23/11 | 08/29/12 | \$8,609.27 | \$8,600.00 | \$0.00 | \$9.27 | \$0.00 |
| Security Subtotal | 6,878.049 | | | \$217,621.40 | \$214,414.75 | \$0.00 | \$3,206.65 | \$0.00 |
| CALAMOS MARKET NEUTRAL INC I | 6,024.329 | 02/09/07 | 08/31/12 | \$75,966.79 | \$76,881.52 | \$0.00 | (\$914.73) | \$0.00 |
| | 182.228 | 03/22/07 | 08/31/12 | \$2,297.90 | \$2,323.76 | \$0.00 | (\$25.86) | \$0.00 |
| | 129.684 | 06/01/07 | 08/31/12 | \$1,635.31 | \$1,683.27 | \$0.00 | (\$47.96) | \$0.00 |
| Security Subtotal | 6,336.241 | | | \$79,900.00 | \$80,888.55 | \$0.00 | (\$988.55) | \$0.00 |
| FIRST EAGLE OVERSEAS I | 167.953 | 12/22/10 | 08/31/12 | \$3,700.00 | \$3,817.11 | \$0.00 | (\$117.11) | \$0.00 |
| | 786.164 | 12/22/10 | 12/19/12 | \$17,500.00 | \$17,867.37 | \$0.00 | (\$367.37) | \$0.00 |
| Security Subtotal | 954.117 | | | \$21,200.00 | \$21,684.48 | \$0.00 | (\$484.48) | \$0.00 |

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632
Taxpayer ID Number: 04-6142600
Account Number: 521 024719 049

WYMAN GORDON FOUNDATION
ATTENTION: WARNER S FLETCHER
370 MAIN STREET
WORCESTER MA 01608-1723

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949, Part II, with box B checked.) (Continued)

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|--------------------------------|-------------------|------------------------|-----------------------|------------------------|--------------------------------------|------------------------------|--------------------|-------------------------------------|
| GUGGENHEIM LG SHT COMM STRAT H | 2,876.598 | 04/26/11 | 08/29/12 | \$60,063.37 | \$63,996.66 | \$0.00 | (\$23,933.29) | \$0.00 |
| | | CUSIP: 78356A251 | | Symbol (Box 1d): RYLFX | | | | |
| HENDERSON INTL OPPORT I | 11,411.049 | 12/18/09 | 08/29/12 | \$224,455.22 | \$226,350.94 | \$0.00 | (\$1,895.72) | \$0.00 |
| | | CUSIP: 425087592 | | Symbol (Box 1d): HFOIX | | | | |
| IVY ASSET STRATEGY I | 4,541.907 | 08/23/11 | 08/29/12 | \$113,593.05 | \$107,300.01 | \$0.00 | \$6,293.04 | \$0.00 |
| | | CUSIP: 466001864 | | Symbol (Box 1d): IVAEX | | | | |
| JANUS PERKINS SM CAP VALUE I | 14.104 | 12/18/09 | 08/31/12 | \$300.00 | \$291.71 | \$0.00 | \$8.29 | \$0.00 |
| | | CUSIP: 47103C183 | | Symbol (Box 1d): JSCOX | | | | |
| Security Subtotal | 161.146 | 12/18/09 | 12/19/12 | \$3,600.00 | \$3,332.92 | \$0.00 | \$267.08 | \$0.00 |
| | | CUSIP: 543487250 | | Symbol (Box 1d): NEZYX | | | | |
| LOOMIS SAYLES STRATEGIC INC Y | 175.250 | 08/30/05 | 12/19/12 | \$3,900.00 | \$3,624.63 | \$0.00 | \$275.37 | \$0.00 |
| | | CUSIP: 543487250 | | Symbol (Box 1d): NEZYX | | | | |
| Security Subtotal | 133.067 | 08/30/05 | 08/31/12 | \$2,000.00 | \$1,881.66 | \$0.00 | \$118.34 | \$0.00 |
| | | CUSIP: 552983520 | | Symbol (Box 1d): MINDX | | | | |
| MFS NEW DISCOVERY I | 397.181 | 08/30/05 | 12/19/12 | \$6,200.00 | \$5,616.41 | \$0.00 | \$583.59 | \$0.00 |
| | | CUSIP: 552983520 | | Symbol (Box 1d): MINDX | | | | |
| Security Subtotal | 530.248 | 09/03/10 | 12/19/12 | \$3,400.00 | \$3,299.86 | \$0.00 | \$100.14 | \$0.00 |
| | | CUSIP: 663974505 | | Symbol (Box 1d): ODVYX | | | | |
| OPPENHEIMER DEVELOPING MKTS Y | 814.711 | 09/03/10 | 08/31/12 | \$17,500.00 | \$17,640.86 | \$0.00 | (\$140.86) | \$0.00 |
| | | CUSIP: 663974505 | | Symbol (Box 1d): ODVYX | | | | |
| Security Subtotal | 152.398 | 09/03/10 | 12/19/12 | \$20,900.00 | \$20,940.72 | \$0.00 | (\$40.72) | \$0.00 |
| | | CUSIP: 663974505 | | Symbol (Box 1d): ODVYX | | | | |
| Security Subtotal | 967.109 | 08/23/11 | 12/19/12 | \$168,600.00 | \$166,226.39 | \$0.00 | \$2,373.61 | \$0.00 |
| | | CUSIP: 663974505 | | Symbol (Box 1d): ODVYX | | | | |
| Security Subtotal | 5,278.647 | 08/23/11 | 12/19/12 | \$13,300.00 | \$12,129.29 | \$0.00 | \$1,170.80 | \$0.00 |
| | | CUSIP: 663974505 | | Symbol (Box 1d): ODVYX | | | | |
| Security Subtotal | 385.172 | 08/23/11 | 12/19/12 | \$181,900.00 | \$178,355.59 | \$0.00 | \$3,544.41 | \$0.00 |
| | | CUSIP: 663974505 | | Symbol (Box 1d): ODVYX | | | | |

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement
Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

WYMAN GORDON FOUNDATION
ATTENTION: WARNER S FLETCHER
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) (Continued)

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|--------------------------------|-------------------|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------|--------------------|-------------------------------------|
| OPPENHEIMER EQUITY INCOME A | 1,389 776 | 04/26/11 | 08/31/12 | \$34,800.00 | \$36,481 62 | \$0.00 | (\$1,681 62) | \$0.00 |
| PIMCO ALL ASSET ALL AUTH P | 278 989 | 08/23/11 | 12/19/12 | \$3,200.00 | \$3,018 66 | \$0.00 | \$181 34 | \$0.00 |
| PIMCO EMERGING LOCAL BD P | 405 041 | 12/18/09 | 12/19/12 | \$4,500.00 | \$3,985.60 | \$0.00 | \$514.40 | \$0.00 |
| PRUDENTIAL GLB REAL ESTATE Z | 225 536 | 05/23/07 | 08/31/12 | \$4,679.87 | \$5,971 02 | \$0.00 | (\$1,291 15) | \$0.00 |
| | 829 886 | 05/23/07 | 08/31/12 | \$17,220.13 | \$21,971.07 | \$0.00 | (\$4,750 94) | \$0.00 |
| | 229,043 | 05/23/07 | 12/19/12 | \$5,000.00 | \$6,063.87 | \$0.00 | (\$1,063.87) | \$0.00 |
| Security Subtotal | 1,284 465 | | | \$26,900.00 | \$34,005.96 | \$0.00 | (\$7,105.96) | \$0.00 |
| PRUDENTIAL JENNISON 20/20 FO Z | 21,152 117 | 09/03/10 | 08/29/12 | \$352,182.75 | \$296,797.20 | \$0.00 | \$55,385.55 | \$0.00 |
| | 419,355 | 08/23/11 | 08/29/12 | \$6,982.26 | \$6,500.00 | \$0.00 | \$482.26 | \$0.00 |
| Security Subtotal | 21,571 472 | | | \$359,165.01 | \$303,297.20 | \$0.00 | \$55,867.81 | \$0.00 |

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Morgan Stanley

Corporate Tax Statement Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) (Continued)

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|--|----------------------|------------------------------|-----------------------------|-------------------------|--|---|-----------------------|---|
| TEMPLETON GLOBAL BD FD ADV | 183.486 | 08/30/05 | 08/31/12 | \$2,400.00 | \$1,901.88 | \$0.00 | \$498.12 | \$0.00 |
| | 422.323 | 08/30/05 | 12/19/12 | \$5,600.00 | \$4,377.48 | \$0.00 | \$1,222.52 | \$0.00 |
| | 605.809 | | | \$8,000.00 | \$6,279.36 | \$0.00 | \$1,720.64 | \$0.00 |
| Security Subtotal | | | | \$1,442,398.05 | \$1,397,444.62 | \$0.00 | \$44,953.43 | \$0.00 |
| Total Long Term Noncovered Securities | | | | \$1,524,298.48 | \$1,473,326.24 | \$0.00 | \$50,972.24 | \$0.00 |
| Total Short and Long Term, Covered and Noncovered Securities | | | | \$1,524,298.48 | \$1,473,326.24 | \$0.00 | \$50,972.24 | \$0.00 |
| Form 1099-B Total Reportable Amounts | | | | \$1,524,298.48 | \$1,473,326.24 | \$0.00 | \$50,972.24 | \$0.00 |
| Total Sales Price (Box 2) | | | | \$1,524,298.48 | | | | |
| Total Cost or Other Basis (Box 3) | | | | | \$24,427.77 | | | |
| Total Wash Sale Loss Disallowed (Box 5) | | | | | | \$0.00 | | |
| Total Fed Tax Withheld (Box 4) | | | | | | | | \$0.00 |

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS