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

For calendar year 2012, or tax year beginning , 2012, and ending ,

ARGOSY FOUNDATION
C/O LAWRENCE I SILVERSTEIN, ESQ
BINGHAM MCCUTCHEN LLP
ONE FEDERAL ST, BOSTON, MA 02110

A Employer identification number: 04-6752868

B Telephone number (see the instructions): (617) 720-5800

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: [X] 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, column (c), line 16*) ▶ $ 12,967,915.

J Accounting method [X] 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) (see instructions)*)

	Line	(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 (att sch)				
	2 Ck ▶ [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	182,115.	182,115.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	5,101,718.			
	b Gross sales price for all assets on line 6a 7,909,714.				
	7 Capital gain net income (from Part IV, line 2)		5,101,718.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	52,350.			
	12 **Total.** Add lines 1 through 11	5,336,183.	5,283,833.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	9,682.			9,682.
	14 Other employee salaries and wages	276,116.			276,116.
	15 Pension plans, employee benefits	79,212.			79,212.
	16a Legal fees (attach schedule) SEE ST 2	1,416.			1,416.
	b Accounting fees (attach sch) SEE ST 3	70,179.	13,340.		56,839.
	c Other prof fees (attach sch) SEE ST 4	9,883.			9,883.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	50,609.	609.		
	19 Depreciation (attach sch) and depletion	26,675.			
	20 Occupancy	33,630.			33,630.
	21 Travel, conferences, and meetings	30,879.			30,879.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	90,135.			90,135.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	678,416.	13,949.		587,792.
	25 Contributions, gifts, grants paid PART XV	4,384,494.			4,384,494.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,062,910.	13,949.		4,972,286.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	273,273.			
	b **Net investment income** (if negative, enter -0-)		5,269,884.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	433,752.	409,735.	409,735.
	2 Savings and temporary cash investments	506,939.	2,609,417.	2,609,417.
	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 sch) ►			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 7	15,774,669.	8,430,706.	8,430,706.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 8		1,448,587.	1,448,587.
	14 Land, buildings, and equipment basis ► 625,539.			
	Less accumulated depreciation (attach schedule) SEE STMT 9 ► 556,069.	89,912.	69,470.	69,470.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	16,805,272.	12,967,915.	12,967,915.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► X			
	24 Unrestricted	16,805,272.	12,967,915.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	16,805,272.	12,967,915.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,805,272.	12,967,915.	

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	16,805,272.
2	Enter amount from Part I, line 27a	2	273,273.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	17,078,545.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	4,110,630.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	12,967,915.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY HELD SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,894,662.		2,807,996.	5,086,666.
b	15,052.			15,052.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				5,086,666.
b				15,052.
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	5,101,718.
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	15,052.

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 (column (b) divided by column (c))
2011	4,145,262.	21,859,893.	0.189629
2010	2,994,644.	24,221,784.	0.123634
2009	1,391,459.	32,412,973.	0.042929
2008	9,057,433.	40,367,046.	0.224377
2007	14,561,669.	51,976,351.	0.280160

2	**Total** of line 1, column (d)	2	0.860729
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	0.172146
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,977,735.
5	Multiply line 4 by line 3	5	2,750,503.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	52,699.
7	Add lines 5 and 6	7	2,803,202.
8	Enter qualifying distributions from Part XII, line 4	8	4,972,286.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	52,699.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	52,699.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	52,699.
6	Credits/Payments			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 50,000.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	55,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	34.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	2,267.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 2,267. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► WWW.ARGOSYFND.ORG

14 The books are in care of ► ANASTASIOS PARAFESTAS Telephone no. ► 617-720-5800

Located at ► THE BOLLARD GROUP LLC, ONE JOY ST BOSTON MA ZIP + 4 ► 02108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 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.)		2 b	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__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

5 a 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)? **5b** 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)

6 a 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** No: X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (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 STATEMENT 11		0.	9,682.	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
EMILY VAN DUNK 555 E. WELLS ST, SUITE 1650 MILWAUKEE, WI 53202	OPERATION MAN 40	118,900.	12,250.	0.
ERIN PETERSON 555 E. WELLS ST, SUITE 1650 MILWAUKEE, WI 53202	TECH COORD 40	63,110.	5,892.	0.
CHERYL SYKORA 555 E. WELLS ST, SUITE 1650 MILWAUKEE, WI 53202	EXEC ASSIST 40	72,100.	14,053.	0.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
THE BOLLARD GROUP LLC ONE JOY STREET BOSTON, MA 02108	ACCOUNTING FEES	57,009.
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 (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	13,150,355.
b Average of monthly cash balances		1b	3,070,696.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	16,221,051.
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	16,221,051.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	243,316.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	15,977,735.
6 **Minimum investment return.** Enter 5% of line 5		6	798,887.

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	798,887.
2a Tax on investment income for 2012 from Part VI, line 5	2a 52,699.		
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	52,699.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	746,188.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	746,188.
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	746,188.

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	4,972,286.
b Program-related investments – total from Part IX-B	1b	
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	4,972,286.
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	52,699.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,919,587.

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					746,188.
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 __			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007	11,962,852.				
b From 2008	7,039,083.				
c From 2009					
d From 2010	1,602,948.				
e From 2011	3,112,241.				
f **Total** of lines 3a through e		23,717,124.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 4,972,286.					
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					746,188.
e Remaining amount distributed out of corpus		4,226,098.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		27,943,222.			
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 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)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		11,962,852.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		15,980,370.			
10 Analysis of line 9					
a Excess from 2008	7,039,083.				
b Excess from 2009					
c Excess from 2010	1,602,948.				
d Excess from 2011	3,112,241.				
e Excess from 2012	4,226,098.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JOHN E. ABELE

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 ► [X] 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 12

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			► 3a	4,384,494.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities			14	182,115.	
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	5,101,718.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a CREDIT CARD REWARD			1	5,250.	
b TAX REFUND			1	47,100.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,336,183.	
13 Total. Add line 12, columns (b), (d), and (e)				13	5,336,183.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 8/12/13 Title: TRUSTEE

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
ANDREW C. HOLMAN	[signature]	8/7/13		P00014720

Firm's name ► RITZ HOLMAN LLP Firm's EIN ►

Firm's address ► 330 E. KILBOURN STE. 550 MILWAUKEE, WI 53202-3144 Phone no (414) 271-1451

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CREDIT CARD REWARD	$ 5,250.		
TAX REFUND	47,100.		
TOTAL	$ 52,350.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 1,416.			$ 1,416.
TOTAL	$ 1,416.	$ 0.		$ 1,416.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 70,179.	$ 13,340.		$ 56,839.
TOTAL	$ 70,179.	$ 13,340.		$ 56,839.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	$ 980.			$ 980.
GRANT MANAGEMENT	8,903.			8,903.
TOTAL	$ 9,883.	$ 0.		$ 9,883.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	$ 50,000.			
FOREIGN TAXES	609.	$ 609.		
TOTAL	$ 50,609.	$ 609.		$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 62.			$ 62.
BOOKS AND SUBSCRIPTIONS	902.			902.
COMPUTER SOFTWARE MAINTENANCE	12,931.			12,931.
COMPUTER TECHNICAL SUPPORT	8,541.			8,541.
CONTRACTOR SERVICES	1,528.			1,528.
EQUIPMENT MAINTENANCE AND REPAIRS	5,465.			5,465.
INTERNET AND CABLE	14,991.			14,991.
LEASE IMPROVEMENT	585.			585.
MA FILING FEE	1,000.			1,000.
MEMBERSHIP DUES	17,457.			17,457.
OTHER SERVICE FEE EXPENSE	4,350.			4,350.
PARKING	6,815.			6,815.
PAYROLL PROCESSING FEES	1,211.			1,211.
POSTAGE AND DELIVERY	1,741.			1,741.
SUPPLIES	1,321.			1,321.
TELEPHONE	11,235.			11,235.
TOTAL	$ 90,135.	$ 0.		$ 90,135.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOSTON SCIENTIFIC CORP	MKT VAL	$ 6,028,636.	$ 6,028,636.
AMERICAN ELECTRIC POWER INC	MKT VAL	278,274.	278,274.
AT&T INC	MKT VAL	329,347.	329,347.
CHEVRON CORPORATION	MKT VAL	70,832.	70,832.
CINCINNATI FINANCIAL	MKT VAL	38,573.	38,573.
CLOROX CO	MKT VAL	69,193.	69,193.
COLGATE-PALMOLIVE CO	MKT VAL	98,790.	98,790.
CONOCOPHILLIPS	MKT VAL	75,967.	75,967.
DUKE ENERGY CORPORATION	MKT VAL	138,637.	138,637.
GENERAL ELECTRIC CO	MKT VAL	171,803.	171,803.
KIMBERLY CLARK CORP	MKT VAL	79,786.	79,786.
NEXTERA ENERGY INC	MKT VAL	195,462.	195,462.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NISOURCE INC	MKT VAL	$ 26,134.	$ 26,134.
PEPCO HOLDINGS INC	MKT VAL	19,316.	19,316.
PHILLIPS 66	MKT VAL	34,780.	34,780.
PPL CORPORATION	MKT VAL	210,860.	210,860.
SPECTRA ENERGY CORP	MKT VAL	62,153.	62,153.
THE SOUTHERN CO	MKT VAL	79,199.	79,199.
VERIZON COMMUNICATIONS INC	MKT VAL	422,964.	422,964.
	TOTAL	$ 8,430,706.	$ 8,430,706.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER PUBLICLY TRADED SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DOUGLAS EMMETT INC	MKT VAL	$ 35,300.	$ 35,300.
DUKE REALTY CORP	MKT VAL	21,568.	21,568.
NATIONAL RETAIL PROPERTIES INC	MKT VAL	23,400.	23,400.
PLUM CREEK TIMBER COMPANY INC	MKT VAL	178,367.	178,367.
PROSHARES SHORT S&P 500 ETF	MKT VAL	409,959.	409,959.
PROSHARES ULTRASHORT S&P 500 ETF	MKT VAL	325,905.	325,905.
RAYONIER INC CMN	MKT VAL	249,147.	249,147.
UNILEVER PLC SPDR ADR	MKT VAL	54,982.	54,982.
S&P 500 VIX SHORT FUTURE ETN	MKT VAL	47,906.	47,906.
WESTPAC BANKING CORP ADS	MKT VAL	102,053.	102,053.
	TOTAL	$ 1,448,587.	$ 1,448,587.

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 258,028.	$ 255,627.	$ 2,401.	$ 2,401.
MACHINERY AND EQUIPMENT	248,153.	241,970.	6,183.	6,183.
IMPROVEMENTS	18,818.	10,993.	7,825.	7,825.
MISCELLANEOUS	100,540.	47,479.	53,061.	53,061.
TOTAL	$ 625,539.	$ 556,069.	$ 69,470.	$ 69,470.

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	$ 4,110,630.
TOTAL	$ 4,110,630.

STATEMENT 11
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOHN E. ABELE C/O LAWRENCE I. SILVERSTEIN BOSTON, MA 02110	TRUSTEE 1.00	$ 0.	$ 0.	$ 0.
MARY S. ABELE C/O LAWRENCE I. SILVERSTEIN BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
CHRISTOPHER S. ABELE 555 E. WELLS STREET, STE 1650 MILWAUKEE, WI 53202	TRUSTEE 1.00	0.	0.	0.
ALEXANDER T. ABELE C/O LAWRENCE I. SILVERSTEIN BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
JENNIFER L. ABELE 555 E. WELLS STREET, STE 1650 MILWAUKEE, WI 53202	CEO/TRUSTEE 40.00	0.	9,682.	0.
LAWRENCE I. SILVERSTEIN, ESQ BINGHAM MCCUTCHEN LLP ONE FEDERAL ST, BOSTON, MA 02110	LEGAL REP 1.00	0.	0.	0.
	TOTAL	$ 0.	$ 9,682.	$ 0.

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	N/A
NAME:	
CARE OF:	
STREET ADDRESS:	
CITY, STATE, ZIP CODE:	
TELEPHONE:	
E-MAIL ADDRESS:	
FORM AND CONTENT:	THE ARGOSY FOUNDATION DOES NOT ACCEPT ANY UNSOLICITED APPLICATIONS
SUBMISSION DEADLINES:	N/A

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

RESTRICTIONS ON AWARDS: N/A

STATEMENT 13
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ACUMEN FUND 76 NINTH AVENUE, SUITE 315 NEW YORK, NY 10011	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	$ 10,000.
ALASKA CONSERVATION FOUNDATION 441 WEST 5TH AVENUE, SUITE 402 ANCHORAGE, AK 99501	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	50,000.
ALL SOULS INTERFAITH GATHERING, INC 291 BOSTWICK FARM RD SHELBURNE, VT 05482	NONE	501(C)(3)	TO SUPPORT YOUTH PROGRAMS	14,900.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER, CO 80221	NONE	501(C)(3)	TO SUPPORT SCHOLARSHIPS	15,000.
AMHERST COLLEGE 220 S PLEASANT ST AMHERST, MA 01002	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.
BEREA COLLEGE CPO 2182 BEREA, KY 40404	NONE	501(C)(3)	TO SUPPORT SCHOLARSHIPS	5,000.
BEYOND BENIGN-A WARNER BABCOCK FDN 100 RESEARCH DRIVE WILMINGTON, MA 01887	NONE	501(C)(3)	TO SUPPORT CURRICULUM AND TRAINING PROGRAMS	60,000.
BOSTON UNIVERSITY COLLEGE OF ENGINEERING 44 CUMMINGTON MALL BOSTON, MA 02215	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE 1558 NORTH 6TH STREET MILWAUKEE, WI 53212	NONE	501(C)(3)	TO SUPPORT ANNUAL CAMPAIGN	$ 500,000.
BURLINGTON CHORAL SOCIETY PO BOX 303 WILLISTON, VT 05495	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	2,000.
CATCHING THE DREAM 8200 MOUNTAIN ROAD, N.E., SUITE 203 ALBUQUERQUE, NM 87110	NONE	501(C)(3)	TO SUPPORT SCHOLARSHIPS	15,000.
CENTER FOR WHOLE COMMUNITIES 700 BRAGG HILL ROAD FAYSTON, VT 05673	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	5,000.
CATHOLICS FOR CHOICE 1436 U STREET NW, SUITE 301 WASHINGTON, DC 20009	NONE	501(C)(3)	TO SUPPORT DOMESTIC PROJECTS	50,000.
CHAMPLAIN VALLEY OFFICE OF ECONOMIC OPP PO BOX 1603 BURLINGTON, VT 05402	NONE	501(C)(3)	TO SUPPORT HEATING ASSISTANCE PROGRAM	50,000.
COLORADO CONSERVATION TRUST 1551 OGDEN STREET DENVER, CO 80218	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	40,000.
COLORADO CONSERVATION VOTERS EDUCATION 1536 WYNKOOP, SUITE 4-C DENVER, CO 80202	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	7,500.
COMMITTEE ON TEMPORARY SHELTER PO BOX 1616 BURLINGTON, VT 05402	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	20,000.
CHILDREN'S HOSPITAL CORPORATION 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	501(C)(3)	TO SUPPORT STANDARDIZED CLINIC ASSESSMENT AND MANAGEMENT PLANS IMPLEMENTATION	50,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ENVIRONMENTAL DEFENSE FUND INC 257 PARK AVENUE SOUTH, 17TH FLOOR NEW YORK, NY 10010	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	$ 40,000.
FRANKLIN W. OLIN COLLEGE OF ENGINEERING 1000 OLIN WAY NEEDHAM, MA 02492	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	10,000.
FIRST 200 BEDFORD ST. MANCHESTER, NH 03101	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.
FIRST 200 BEDFORD ST. MANCHESTER, NH 03101	NONE	501(C)(3)	TO SUPPORT TEAM SCHOLARSHIPS AND FUNDRAISING TOOLKIT	250,000.
GARRISON INSTITUTE 14 MARY'S WAY, ROUTE 9D GARRISON, NY 10524	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	38,000.
GREATER BURLINGTON YMCA 266 COLLEGE ST BURLINGTON, VT 05401	NONE	501(C)(3)	TO SUPPORT A CAPITAL CAMPAIGN	533,333.
HARVARD GRADUATE SCHOOL OF EDUCATION 13 APPIAN WAY CAMBRIDGE CAMBRIDGE, MA 02138	NONE	501(C)(3)	TO SUPPORT EDUCATIONAL EVENT	10,000.
INTERFAITH YOUTH CORE 910 W. VAN BUREN ST, 4TH FLOOR CHICAGO, IL 60607	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	20,000.
KING STREET CENTER INC PO BOX 1615 BURLINGTON, VT 05402	NONE	501(C)(3)	TO SUPPORT A CAPITAL CAMPAIGN	50,000.
KUNC 901 56TH AVENUE SUITE 200 GREELEY, CO 80634	NONE	501(C)(3)	TO SUPPORT RECOVERY EFFORTS FROM THE IMPACT OF COLORADO WILDFIRES	10,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
LAW STUDENTS FOR REPRODUCTIVE JUSTICE 1730 FRANKLIN STREET - SUITE 212 OAKLAND, CA 94612	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	$ 25,000.
LEGAL VOICE 907 PINE ST #500 SEATTLE, WA 98101	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	30,000.
MICHIGAN ENVIRONMENTAL COUNCIL 602 W IONIA ST LANSING, MI 48933	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	50,000.
MILWAUKEE FILM INC 229 E WISCONSIN AVE, SUITE 300 MILWAUKEE, WI 53202	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	35,000.
MILWAUKEE SYMPHONY ORCHESTRA INC 700 NORTH WATER STREET, SUITE 700 MILWAUKEE, WI 53202	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	250,000.
MONTSHIRE MUSEUM OF SCIENCE ONE MONTSHIRE ROAD NORWICH, VT 05055	NONE	501(C)(3)	TO SUPPORT ENGINEERING ENGAGEMENT PROGRAMS FOR CHILDREN	10,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE, STE300 WASHINGTON, DC 20036	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	50,000.
NURSING STUDENTS FOR CHOICE 2300 MYRTLE AVE ST. PAUL, MN 55114	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	50,000.
OXFAM AMERICA 226 CAUSEWAY ST., 5TH FLOOR BOSTON, MA 02114	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	15,000.
PLANNED PARENTHOOD GULF COAST 4600 GULF FREEWAY HOUSTON, TX 77023	NONE	501(C)(3)	TO SUPPORT PROMOTORAS PROGRAM	50,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PLANNED PARENTHOOD OF WISCONSIN 302 NORTH JACKSON STREET MILWAUKEE, WI 53202	NONE	501(C)(3)	TO SUPPORT A FUNDRAISING EVENT	$ 5,000.
POPULATION MEDIA CENTER P.O. BOX 547 SHELBURNE, VT 05482	NONE	501(C)(3)	TO SUPPORT THE "EAST LOS HIGH" TELENOVELA	50,000.
PROVIDE INC 4166 BANDURY DRIVE LAKE ORION, MI 48359	NONE	501(C)(3)	TO SUPPORT THE RURAL INITIATIVE	50,000.
RIVER REVITALIZATION FOUNDATION 1845 N FARWELL AVE MILWAUKEE, WI 53202	NONE	501(C)(3)	TO SUPPORT ACQUISTION AND RESTORATION PROJECTS	50,000.
ROCKY MOUNTAIN INSTITUTE 1739 SNOWMASS CREEK ROAD SNOWMASS, CO 81654	NONE	501(C)(3)	TO SUPPORT FELLOWSHIPS	14,200.
ROCKY MOUNTAIN INSTITUTE 1739 SNOWMASS CREEK ROAD SNOWMASS, CO 81654	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.
SHELBURNE MUSEUM PO BOX 10 SHELBURNE, VT 05482	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.
THE NATIONAL CAMPAIGN 1776 MASSACHUSETTS AVENUE WASHINGTON, DC 20036	NONE	501(C)(3)	TO SUPPORT PREGNANCY PREVENTION IN COMMUNITY COLLEGES	50,000.
THE ENERGY FOUNDATION 301 BATTERY STREET, 5TH FLOOR SAN FRANCISCO, CA 94111	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	100,000.
THE MUSEUM OF SCIENCE SCIENCE PARK BOSTON, MA 02114	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.
THE SALVATION ARMY 64 MAIN STREET BURLINGTON, VT 05408	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	750.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
TRUSTEES OF BOSTON UNIVERSITY 44 CUMMINGTON MALL BOSTON, MA 02215	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	$ 10,000.
UNITED WAY OF NEW YORK CITY 2 PARK AVE # 2 NEW YORK, NY 10016	NONE	501(C)(3)	TO SUPPORT RECOVERY EFFORTS FROM HURRICANE SANDY	30,000.
UNITED PERFORMING ARTS FUND, INC 929 N WATER STREET MILWAUKEE, WI 53202	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.
UNITED WAY OF CHITTENDEN COUNTY 412 FARRELL STREET, SUITE 200 SOUTH BURLINGTON, VT 05403	NONE	501(C)(3)	TO SUPPORT A FUNDRAISING EVENT	10,000.
VERMONT LONG TERM DISASTER RECOVERY GROU PO BOX 843 MONTPELIER, VT 05601	NONE	501(C)(3)	TO SUPPORT RECOVERY EFFORTS FROM HURRICANE IRENE	800,000.
VERMONT FOODBANK INC PO BOX 254 SOUTH BARRE, VT 05670	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	80,000.
BOULDER SHELTER FOR THE HOMELESS 4869 BROADWAY ST BOULDER, CO 80304	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	10,000.
CENTER FOR BIOLOGICAL DIVERSITY P.O. BOX 710 TUCSON, AZ 85702	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	25,000.
COLORADO ENVIROMENTAL COALITION 1536 WYNKOOP#5C DENVER, CO 80202	NONE	501C(3)	TO SUPPORT AN ENVIRONMENT PROGRAM	20,000.
COLORADO STATE UNIVERSITY FOUNDATION P.O. BOX 1870 FORT COLLINS, CO 80522	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	50,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE	501(C)(3)	TO SUPPORT AN ENVIONMENTAL PROGRAM	$ 5,000.
FOREST ETHICS 1 HAIGHT ST. SAN FRANCISCO, CA 94102	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	50,000.
LIVING LANDS AND WATERS RESTORATION ORG 17624 ROUTE 84 N GREAT RIVER RD EAST MOLINE, IL 61244	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	15,000.
PLANNED PARENTHOOD OF THE ROCKY MTNS 7155 E 38TH AVE DENVER, CO 80207	NONE	501(C)(3)	TO SUPPORT RESPONSIBLE SEX EDUCATION INSTITUTE	30,000.
PRESIDENT & FELLOWS OF HARVARD COLLEGE 1350 MASSACHUSETTS AVE, 4TH FLOOR CAMBRIDGE, MA 02138	NONE	501(C)(3)	TO SUPPORT COLLABORATIONS AMONG NONPROFITS IN EDUCATION	122,311.
SCHOOLS THAT CAN MILWAUKEE 1821 N DR. MARTIN LUTHER KING DR, A MILWAUKEE, WI 53212	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	25,000.
TIDES CENTER PO BOX 29907 SAN FRANCISCO, CA 94129	NONE	501(C)(3)	TO SUPPORT AN ENVIORNMENTAL PROGRAM	7,500.
UNIVERSITY OF WISCONSIN MILWAUKEE FDN 3230 E KENWOOD BLVD MILWAUKEE, WI 53211	NONE	501(C)(3)	TO SUPPORT PRESENTATION OF UWM CHANCELLOR'S INNOVATION AWARD	100,000.
WESTERN RESOURCE ADVOCATES 2260 BASELINE RD., SUITE 200 BOULDER, CO 80302	NONE	501(C)(3)	TO SUPPORT AN ENVIRONMENTAL PROGRAM	50,000.
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE 1558 NORTH 6TH STREET MILWAUKEE, WI 53212	NONE	501(C)(3)	TO SUPPORT A FUNDRAISING EVENT	9,000.
KING STREET CENTER PO BOX 1615 BURLINGTON, VT 05402	NONE	501(C)(3)	TO SUPPORT GENERAL OPERATIONAL EXPENSES	20,000.
			TOTAL	$ 4,384,494.

Form **8868** (Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions ARGOSY FOUNDATION C/O LAWRENCE I SILVERSTEIN, ESQ	Employer identification number (EIN) or 04-6752868
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions BINGHAM MCCUTCHEN LLP	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ONE FEDERAL ST, BOSTON, MA 02110	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► ANASTASIOS PARAFESTAS

Telephone No. ► 617-720-5800 FAX No ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [X] calendar year 20 12 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 53,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 55,000.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

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