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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

A Employer identification number
04-6782460

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1100 N. MARKET STREET

B Telephone number
302-651-1000

City or town, state, and ZIP code
WILMINGTON, DE 19890-0900

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 4,633,886.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	135,592.	135,592.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	52,850.			
b Gross sales price for all assets on line 6a 457,070.				
7 Capital gain net income (from Part IV, line 2)		52,850.		
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	27.	0.		STATEMENT 2
12 **Total.** Add lines 1 through 11	188,469.	188,442.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	36,829.	22,097.		14,732.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	70.	0.		70.
b Accounting fees				
c Other professional fees STMT 4	16,495.	0.		16,495.
17 Interest				
18 Taxes STMT 5	12,360.	1,117.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	140.	11.		129.
24 **Total operating and administrative expenses.** Add lines 13 through 23	65,894.	23,225.		31,426.
25 Contributions, gifts, grants paid	199,816.			199,816.
26 **Total expenses and disbursements.** Add lines 24 and 25	265,710.	23,225.		231,242.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<77,241.>			
b **Net investment income** (if negative, enter -0-)		165,217.		
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			
	2 Savings and temporary cash investments	178,362.	375,087.	375,087.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	523,859.	386,727.	414,400.
	b Investments - corporate stock STMT 9	2,539,365.	2,462,678.	3,585,035.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	318,693.	258,653.	259,364.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,560,279.	3,483,145.	4,633,886.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,560,279.	3,483,145.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	3,560,279.	3,483,145.	
	31 **Total liabilities and net assets/fund balances**	3,560,279.	3,483,145.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,560,279.
2 Enter amount from Part I, line 27a	2	<77,241.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	107.
4 Add lines 1, 2, and 3	4	3,483,145.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,483,145.

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 STATEMENT	P		
b	SEE ATTACHED STATEMENT	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	6.		5.	1.
b	457,064.		404,215.	52,849.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1.
b				52,849.
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	52,850.
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	213,821.	4,484,530.	.047680
2010	190,722.	4,296,462.	.044390
2009	221,312.	4,038,575.	.054800
2008	284,642.	4,883,316.	.058289
2007	225,036.	5,663,352.	.039735

2 Total of line 1, column (d)	2	.244894
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	.048979
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,511,238.
5 Multiply line 4 by line 3	5	220,956.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,652.
7 Add lines 5 and 6	7	222,608.
8 Enter qualifying distributions from Part XII, line 4	8	231,242.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,652.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,652.
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	1,652.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,680.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	6,680.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,028.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		1,680. **Refunded** ▶	11	3,348.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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
4a 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? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ N/A			
14	The books are in care of ▶ WILMINGTON TRUST COMPANY Telephone no. ▶ 302-651-1000 Located at ▶ 1100 N. MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0900			
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?	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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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.

(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		36,829.	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
NONE		
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	
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	4,339,226.
b	Average of monthly cash balances		1b	240,711.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,579,937.
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	4,579,937.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	68,699.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,511,238.
6	**Minimum investment return**. Enter 5% of line 5		6	225,562.

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	225,562.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,652.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,652.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	223,910.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	223,910.
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	223,910.

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	231,242.
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	231,242.
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	1,652.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	229,590.

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				223,910.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			47,980.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 231,242.				
a Applied to 2011, but not more than line 2a			47,980.	
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				183,262.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				40,648.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
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	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).)

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:

GMA FOUNDATIONS ATTN: MICHELLE JENNEY - ADMINISTRATOR
77 SUMMER STREET, 8TH FLOOR, BOSTON, MA 02110, MA 02110

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

TWO-PAGE CONCEPT LETTER (SEE WEB SITE FOR DETAILS)

c Any submission deadlines:

FEBRUARY 28TH EACH YEAR

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

APPLICANT ORGANIZATIONS MUST HAVE 501(C)3 STATUS

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 ATTACHED STATEMENT				199,816.
Total			▶ 3a	199,816.
b Approved for future payment				
UNIVERSITY OF VIRGINIA CHARLOTTESVILLE, VA 22902	NONE	NOT A FOUNDATION	LGBT STUDENT CENTER	10,000.
Total			▶ 3b	10,000.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	135,592.	
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			14	27.	
8 Gain or (loss) from sales of assets other than inventory			14	52,850.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		188,469.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 188,469.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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

Katherine Burns | 5/10/13 | OFFICER, WILM TRUST, TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHERINE BURNS	KATHERINE BURNS	05/10/13		P00300843
Firm's name ▶ WILMINGTON TRUST COMPANY			Firm's EIN ▶ 51-0055023	
Firm's address ▶ 1100 N. MARKET STREET WILMINGTON, DE 19890			Phone no. 302-651-1040	

Investment Detail

WILMINGTON TRUST

Across Account(s) Combine Principal and Income
As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Base Currency - U.S._Dollai										
Equity										
ABBOTT LABORATORIES	2,250 0000	147,375 00	3 18	65 5000	69,812.90	31 0280	77,562 10	1,260 00	85	
APACHE CORP COM	525.0000	41,212.50	89	78 5000	54,112.55	103.0715	(12,900.05)	357.00	87	
APPLE INC	150.0000	79,825.95	1.72	532 1730	59,846.38	398.9759	19,979.57	1,590 00	1 99	
BERKSHIRE HATHAWAY INC DELAWARE CLASS B	1,450 0000	130,065.00	2.81	89.7000	49,060 12	33.8346	81,004.88	00		
BRISTOL-MYERS SQUIBB CO	1,250 0000	40,737 50	88	32.5900	41,978 13	33.5825	(1,240 63)	1,750 00	4 30	
CARDINAL HEALTH INC OM	1,000.0000	41,180.00	89	41 1800	42,022.50	42.0225	(842 50)	1,100 00	2 67	
CATERPILLAR INC	1,000 0000	89,608.50	1.93	89 6085	39,709 40	39.7094	49,899 10	2,080 00	2 32	
CENTURYLINK INCORPORATED (FORMERLY CENTURYTEL INC)	1,000 0000	39,120 00	84	39 1200	33,822 50	33 8225	5,297 50	2,900 00	7 41	
CHEVRON CORP	650 0000	70,291 00	1 52	108 1400	67,776.94	104 2722	2,514 06	2,340.00	3 33	
COCA COLA CO COM	4,000.0000	145,000 00	3 13	36.2500	102,355 00	25.5888	42,645 00	4,080 00	2 81	
COLGATE PALMOLIVE CO COM	1,000 0000	104,540.00	2.26	104.5400	69,040.00	69 0400	35,500 00	2,480 00	2 37	
COSTCO WHOLESALE CORP COM	650 0000	64,174.50	1 38	98 7300	50,430.13	77 5848	13,744 37	715.00	1 11	
DANAHER CORP COM	825 0000	46,117 50	1 00	55 9000	36,467 32	44 2028	9,650 18	82 50	18	
DOMINION RESOURCES INC	1,000 0000	51,800 00	1.12	51.8000	50,640.50	50 6405	1,159 50	2,110 00	4 07	
EMC CORP MASS COM	2,400 0000	60,720.00	1 31	25.3000	33,552 00	13.9800	27,168 00	00		
EMERSON ELECTRIC COMPANY	3,000 0000	158,880 00	3.43	52.9600	83,758 75	27.9196	75,121 25	4,920 00	3 10	
ENGILITY HOLDINGS INC	133 0000	2,561 58	.06	19.2600	2,122 90	15.9617	438.68	00		
EXXON MOBIL CORP	2,000 0000	173,100.00	3 74	86.5500	136,894 00	68 4470	36,206 00	4,560.00	2 63	
GENERAL ELECTRIC COMPANY	6,500.0000	136,435 00	2 94	20 9900	60,663.37	9.3328	75,771.63	4,940 00	3.62	
GREIF INC COMMON CL A	650 0000	28,925 00	62	44 5000	36,326 42	55 8868	(7,401 42)	1,092 00	3 78	
JOHNSON & IOHNSON	2,000 0000	140,200 00	3 03	70 1000	45,480 00	22 7400	94,720 00	4,880 00	3 48	
JOHNSON CONTROLS INC COM	1,250 0000	38,337 50	83	30 6700	33,822 63	27 0581	4,514 87	950 00	2 48	
IPMORGAN CHASE & CO	1,500 0000	65,953 65	1.42	43 9691	46,338 75	30.8925	19,614 90	1,800 00	2 73	
L 3 COMMUNICATIONS CORP COM	800 0000	61,296 00	1 32	76 6200	50,536 26	63 1703	10,759 74	1,600 00	2 61	
LINEAR TECHNOLOGY CORP COM	2,000 0000	68,600 00	1.48	34 3000	59,303 67	29 6518	9,296 33	2,080 00	3 03	
MERCK & COMPANY INC	3,000 0000	122,820 00	2 65	40 9400	137,083 65	45 6945	(14,263 65)	5,160 00	4 20	
METLIFE INCORPORATED	1,000 0000	32,940 00	71	32 9400	29,432 50	29.4325	3,507 50	740 00	2 25	
NORDSTROM INC COM	500 0000	26,750.00	.58	53 5000	23,881 25	47 7625	2,868 75	540 00	2 02	
NOVARTIS AG SPONSORED ADR	3,000 0000	189,900 00	4.10	63 3000	158,093 00	52 6977	31,807 00	6,318 00	3 33	
OMNICOM GROUP INC COM	900 0000	44,964 00	97	49 9600	34,649.73	38 4997	10,314 27	1,080 00	2 40	
PEPSICO INC COM	2,250 0000	153,967 50	3 32	68 4300	78,973.11	35 0992	74,994.39	4,837 50	3 14	
PPL CORP COM	1,500 0000	42,945 00	93	28 6300	43,387.20	28.9248	(442 20)	2,160 00	5 03	

WILMINGTON TRUST

Investment Detail

Across Account(s) Combine Principal and Income
As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
PRAXAIR INC COM	800.0000	87,560 00	1 89	109.4500	49,763 44	62 2043	37,796 56	1,760.00	2 01	
PROCTER & GAMBLE CO COM	2,200 0000	149,358 00	3 22	67 8900	44,734 85	20 3340	104,623 15	4,945 60	3 31	
QUALCOMM INC COM	725 0000	44,848 21	97	61 8596	36,838 56	50.8118	8,009 65	725 00	1 62	
SCHLUMBERGER LTD	1,000 0000	69,298 60	1 50	69 2986	40,049 90	40 0499	29,248 70	1,100 00	1 59	
SYSCO CORP COMMON	6,000 0000	189,960 00	4 10	31 6600	66,512.50	11 0854	123,447.50	6,720 00	3 54	
T ROWE PRICE GROUP INC COMMON	850 0000	55,349.53	1 19	65 1171	44,869.63	52 7878	10,479.90	1,156 00	2 09	
TARGET CORP COM	1,000.0000	59,170 00	1.28	59.1700	51,262.40	51 2624	7,907.60	1,440 00	2 43	
UNION PACIFIC CORP COM	300.0000	37,716 00	81	125 7200	33,705.75	112.3525	4,010 25	828 00	2 20	
UNITED TECHNOLOGIES CORP COM	800 0000	65,608 00	1.42	82 0100	40,441 44	50.5518	25,166.56	1,712 00	2 61	
VODAFONE GROUP PLC SPONSORED ADR	1,500 0000	37,785 00	82	25.1900	40,156.95	26.7713	(2,371 95)	2,250 00	5 95	
WALGREEN COMPANY COMMON	4,000 0000	148,040 00	3 19	37 0100	152,969 24	38 2423	(4,929 24)	4,400 00	2 97	
TOTAL Equity										
	70,308.0000	**3,585,036.02**	**77.37**		**2,462,678.22**		**1,122,357.80**	**97,538.60**		
Fixed Income										
PIMCO HIGH YIELD FUND CLASS P	3,959 2650	38,167 31	82	9 6400	35,039 94	8 8501	3,127 37	2,244 90	5 88	
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND I	2,965 5990	26,631 08	57	8 9800	25,000 00	8 4300	1,631 08	1,301 90	4 89	
UNITED STATES TREASURY NOTES DTD 08/15/2003 4 250% 08/15/2013	100,000 0000	102,527 00	2 21	102.5270	98,968 75	98 9688	3,558 25	4,250 00	4 15	
FEDERAL HOME LOAN BANK DTD 09/22/2003 4 500% 09/16/2013 NON CALLABLE	25,000 0000	25,761 00	56	103.0440	25,500 00	102 0000	261 00	1,125 00	4 37	
UNITED STATES TREASURY NOTES DTD 02/15/2004 4 000% 02/15/2014	25,000 0000	26,059 50	56	104 2380	24,875 00	99 5000	1,184 50	1,000 00	3 84	
UNITED STATES TREASURY NOTES DTD 05/15/2004 4 750% 05/15/2014	75,000 0000	79,629 00	1 72	106 1720	75,093 75	100 1250	4,535 25	3,562 50	4 47	
UNITED STATES TREASURY NOTES DTD 05/15/2006 5 125% 05/15/2016	100,000.0000	115,625.00	2 50	115 6250	102,250 00	102.2500	13,375 00	5,125 00	4 43	
TOTAL Fixed Income										
	331,924.8640	**414,399.89**	**8.94**		**386,727.44**		**27,672.45**	**18,609.30**		

WILMINGTON TRUST

Investment Detail

Across Account(s) Combine Principal and Income
As of December 31, 2012

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Hedged Strategies										
ABSOLUTE STRATEGIES FUND INSTITUTIONAL CLASS	23,408 2630	259,363 56	5 60	11 0800	258,653 26	11 0497	710 30	70 22	03	
TOTAL Hedged Strategies	**23,408.2630**	**259,363.56**	**5.60**		**258,653.26**		**710.30**	**70.22**		
Cash & Currency										
WILMINGTON TAX EXEMPT MONEY MARKET FUND CLASS SELECT	375,086 6700	375,086 67	8.09	1 0000	375,086.67	1 0000	00	36 76	01	
TOTAL Cash & Currency	**375,086.6700**	**375,086.67**	**8.09**		**375,086.67**		**.00**	**36.76**		
TOTAL Base Currency - U.S._Dollar	**800,727.7970**	**4,633,886.14**	**100.00**		**3,483,145.59**		**1,150,740.55**	**116,254.88**		

+ *Unknown*
^ *Incomplete*
* *A period end market value is unavailable. Last provided value is displayed*
*** Only investments held as of the specified date appear on this report ***

WTNA/SUC COTTEE/SA & DP BABSON FOUN 04-6782460

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
.3333 ENGILITY HOLDINGS INC	08/29/2011	08/09/2012	5.64	5.32	0.32
Totals			6.00	5.00	

JSA
2F0971 1 000

WTNA/SUC COTTEE/SA & DP BABSON FOUN 04-6782460

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1750. AUTOMATIC DATA PROCESSING	VAR	05/31/2012	91,746.59	39,286.67	52,459.92
500. COLGATE PALMOLIVE CO COM	07/11/2008	05/31/2012	49,407.64	34,520.00	14,887.64
2750. MEDTRONIC INC	VAR	05/31/2012	101,988.33	131,872.62	-29,884.29
100000. U.S. TREASURY NOTES					
4.500% 11/15/15	08/18/2006	06/01/2012	113,921.54	98,988.89	14,932.65
75000. U.S. TREASURY NOTES					
4.375% 8/15/12	05/21/2004	08/15/2012	75,000.00	74,015.63	984.37
25000. FHLB					
4.500% 11/15/12	02/20/2004	11/15/2012	25,000.00	25,531.25	-531.25
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			457,064.00	404,215.00	52,849.00
Totals			457,064.00	404,215.00	52,849.00

JSA
2F0970 1.000

Susan A. and Donald P. Babson Foundation
12/31/2012
04-6782460

Charity	Gift	Relationship	Purpose
NIPPONZAN MYOHOJI Arlington, MA 02476	$5,000.00	None	New Development Initiatives
AMERICAN FRIENDS SERVICE COMMITTEE Philadelphia, PA 19102	$2,000.00	None	Committee Western Massachusetts
ARISE FOR SOCIAL JUSTICE Springfield, MA 01105	$2,000.00	None	Yankton Sioux Language and Heritage Preservation Program
AMERICAN INDIAN INSTITUTE Bozeman, MT 59715	$1,454.00	None	International Elders and Youth Council
NATIONAL PRIORITES PROJECT NORTHAMPTON, MA 01060	$1,000.00	None	Data for Democracy
AMERICAN CIVIL LIBERTIES UNION BOSTON, MA 02108	$2,000.00	None	General
NATIONAL RESOURCES DEFENSE COUNCIL NEW YORK, NY 10011	$3,000 00	None	LA ONDE VERDE
BAY STATE PERFORMING ARTS, INC Boston, MA 02116	$4,000.00	None	The Caring Network
CHILD ABUSE PREVENTION CENTER North Highlands, CA 95660	$1,000.00	None	CHILD SAFETY WORKSHOP
CHILDREN'S AID SOCIETY New York, NY 10010	$2,000.00	None	Arts Alive Program
CAREER COLLABORATIVE Boston, MA 02110	$2,500.00	None	Jobs and Interview Programs
FUNDING EXCHANGE New York, NY 10012	$2,500.00	None	General
BIKES NOT BOMBS Jamaica Plain, MA 02130	$2,000 00	None	ENPOWERMENT FOR THE PHYSICALLY CHALLENGED

Susan A. and Donald P. Babson Foundation
12/31/2012
04-6782460

Charity	Gift	Relationship	Purpose
BAGLY, INC Boston, MA 02108	$9,250 00	None	General
HALEY HOUSE INC Boston, MA 02116	$1,000.00	None	Take back the Kitchen Farm Field Trips
DALLAS FOUNDATION Dallas, TX 75202	$2,000.00	None	Tommy Tranchin Award
FEATHERSTONE CENTER FOR THE ARTS Oak Bluffs, MA 02557	$1,000.00	None	After-School Program
FENWAY COMMUNITYY HEALTH Boston, MA 02215	$3,500.00	None	General
BLUE OCEAN INSTITUTE Cold Spring Harbor, NY 11724	$2,000 00	None	NEXT WAVE NEXUS
GAY MEN'S DOMESTIC VIOLENCE PROJECT Cambridge, MA	$2,500.00	None	General
GIFT OF ADOPTION Techny, IL 60082	$4,500 00	None	Adoption of One Additional Child
GEDAKINA, INC MILFORD, NH 03055	$2,000 00	None	HISTORY, LANGUAGE AND ENVIRONMENTAL JUSTICE
EMMANUEL COLLEGE Boston, MA 02115	$5,000.00	None	IN HONOR OF MASTER LORD WILSON OF DINTON GCB
HARLEM EDUCATIONAL ACTIVITIES FUND NEW YORK, NY 10027	$1,000.00	None	Youth Development and Leadership
HUMAN RIGHTS WATCH SILVER SPRING, MD 20910	$10,000.00	None	Protecting the right of Children in the US
FRIENDSHIP HOME HINGHAM , MA 02043	$1,000.00	None	General
EMORY UNIVERSITY Atlanta, GA 30322	$1,454 00	None	COLLEGE OF ARTS AND SCIENCES /STUDENT AID SCHOLARSHIP

Susan A. and Donald P. Babson Foundation
12/31/2012
04-6782460

Charity	Gift	Relationship	Purpose
INTERNATIONAL RESCUE COMMITTEE, INC NEW YORK, NY 10168	$1,000 00	None	UNITED KINGDOM IRC PROGRAMS
LA PINATA - LATIN AMERICAN CULTURAL Jamaica Plain, MA 02130	$3,000.00	None	La Pinata Performing Troupe Development
INTERNATIONAL RESCUE COMMITTEE, INC NEW YORK, NY 10168	$2,000.00	None	DRAMA THERAPY GROUPS FOR REFUGEE MEN AND WOMEN
LSE CENTENNIAL FUND New York, NY 10001	$1,000.00	None	General
MASSACHUSETTS ADOPTION RESOURCE EXCHANGE Boston, MA 02110	$5,000 00	None	General
MASSACHUSETTS PEACE ACTION Boston, MA 02110	$5,000.00	None	Development Initiatives
MEENAKSHI FOUNDATION Gt Barrington, MA 01230	$8,000.00	None	General
ENVIRONMENTAL DEFENSE FUND New York, NY 10010	$5,000.00	None	OPERATIONS OF THE CATALYST CIRCLE
GLAD Boston, MA 02108	$3,000.00	None	YOUTH INITIATIVE
MASSEQUALITY EDUCATION FUND Boston, MA 02109	$4,000.00	None	YOUTH SAFETY, PROTECTION AND LEADERSHIP INITIATIVE
MIRIAM'S KITCHEN Washington, DC 20037	$2,000 00	None	GENERAL
THE PERFORMANCE PROJECT Northhampton, MA 01061	$2,000.00	None	FIRST GENERATION
PARK THEATRE RESTORATION Keene, NH 03431	$10,000 00	None	General
PEACE ACTION FUND Silver Spring, MD	$2,000.00	None	General

Susan A. and Donald P. Babson Foundation
12/31/2012
04-6782460

Charity	Gift	Relationship	Purpose
PEACE FIRST Boston, MA 02210	$1,000.00	None	General
NONVIOLENT PEACEFORCE Minneapolis, MN 55403	$1,000.00	None	GENERAL
POSSIBILITY PROJECT Granada Hills, CA 91344	$2,000.00	None	Saturday Youth Empowerment
REACH BEYOND DOMESTIC VIOLENCE, INC Waltham, MA 02454	$3,000.00	None	PREVENTION AND EDUCATION PROGRAM
NEWTON WELLESLEY WESTON Newton, MA 02459	$10,000 00	None	PAUL T BABSON II JUBILEE HOUSE
SHARON ARTS CENTER Sharon, NH 03458	$2,000.00	None	ARTS CENTER FOR YOUTH AND TEENS
POINT FOUNDATION Los Angeles, CA 90060-0108	$8,250 00	None	General
SOUTH BRONX UNITED SOCCER CLUB Bronx, NY 10451	$1,000.00	None	TRAVEL PROGRAM
SPECIAL OLYMPICS Marlborough, MA 01752	$1,000.00	None	General
SPECTRUM YOUTH AND FAMILY SERVICES Burlington, VT 05401	$2,000.00	None	SPECTRUM MENTORING PROGRAM
THE TIDES CENTER San Francisco, CA 94129	$2,500.00	None	HONOR THE EARTH
SHELTER FROM THE STORM Jaffrey, NH 03452	$1,000.00	None	General
THRESHOLD FOUNDATION San Francisco, CA 94129	$1,954 00	None	Queer Youth Fund
UNIVERSITY OF VIRGINIA Charlottesville, VA 22902	$10,000 00	None	LGBT Student Center

Susan A. and Donald P. Babson Foundation
12/31/2012
04-6782460

Charity	Gift	Relationship	Purpose
VETERANS EDUCATION PROJECT Amherst, MA 01004	$2,000.00	None	Prevention, Empowerment and Leadership Programs for At Risk Teens
YOUTH ACTION COALITION Amherst, MA 01004	$1,000.00	None	GENERAL
PERKINS SCHOOL FOR THE BLIND Watertown, MA 02472	$4,454 00	None	CAMP ABILITIES
RIVER CENTER FAMILY AND COMMUNITY Peterborough, NH 03458	$2,000.00	None	EMPLOYMENT RESOURCE CENTER
SPONTANEOUS CELEBRATIONS, INC Jamaica Plain, MA 02130	$1,000.00		BEANTOWN SOCIETY
THE ELIZABETH STONE HOUSE, INC Jamaica Plain, MA 02130	$2,000.00		PARENT - CHILD CENTER
STRONG WOMEN, STRONG GIRLS Pittsburgh, PA 15219	$2,000 00		GENERAL
UNITED NATIONS ASSOCIATION OF GREATER BOSTON Boston, MA 02108	$2,000.00		MODEL UN FOR THE URBAN SCHOOL
WHITE EARTH LAND RECOVERY PROJECT Callaway, MN 56521	$2,000.00		RICE LAKE MURAL PROGRAM
WINSOR SCHOOL Boston, MA 02215	$1,000.00		STUDENT AID AND SCHOLARSHIPS
WOMEN'S REFUGEE PROGRAM St Louis, MO 63116	$2,000.00		DETENTION AND ASYLUM PROGRAM
HOMEWORK HOUSE Orange, CA 92866	$2,000.00		LITERACY FOR FUN IN THE SUMMER SUN
TOTAL	$199,816 00		

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NTC	135,592.	0.	135,592.
TOTAL TO FM 990-PF, PART I, LN 4	135,592.	0.	135,592.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TAX EXEMPT INCOME	27.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	27.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA AG FILING FEE	70.	0.		70.
TO FM 990-PF, PG 1, LN 16A	70.	0.		70.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP DUES	695.	0.		695.
ADMINISTRATIVE FEES	0.	0.		0.
MANAGEMENT FEES TO GMA FOUNDATIONS	15,800.	0.		15,800.
TO FORM 990-PF, PG 1, LN 16C	16,495.	0.		16,495.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAYMENTS	1,117.	1,117.		0.
2011 EXCISE TAX BALANCE DUE	4,563.	0.		0.
2012 ESTIMATED TAX DUE	6,680.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,360.	1,117.		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
ADR FEES	11.	11.		0.
POSTAGE	129.	0.		129.
TO FORM 990-PF, PG 1, LN 23	140.	11.		129.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
TIMING DIFFERENCES	85.
MISCELLANEOUS ADJUSTMENT	22.
TOTAL TO FORM 990-PF, PART III, LINE 3	107.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		386,727.	414,400.
TOTAL U.S. GOVERNMENT OBLIGATIONS			386,727.	414,400.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			386,727.	414,400.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	2,462,678.	3,585,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,462,678.	3,585,035.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	258,653.	259,364.
TOTAL TO FORM 990-PF, PART II, LINE 13		258,653.	259,364.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NEWELL FLATHER C/O GMA FOUNDATION 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110-1006	TRUSTEE 1.00	5,000.	0.	0.
WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	31,829.	0.	0.
DEBORAH BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
AVERILL BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
JAMES A. BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
RICHARD L. BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		36,829.	0.	0.