



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



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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation The Taylor Foundation c/o Taylor, Ganson & Perrin, LLP		A Employer identification number 04-6855950
Number and street (or P O box number if mail is not delivered to street address) 160 Federal Street	Room/suite	B Telephone number 617-951-2777
City or town, state, and ZIP code Boston, MA 02110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,292,331. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,625.	4,625.	4,625.	Statement 1
	4 Dividends and interest from securities	86,051.	86,051.	86,051.	Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,675.			
	b Gross sales price for all assets on line 6a	52,571.			
	7 Capital gain net income (from Part IV, line 2)		1,675.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	92,351.	92,351.	90,676.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	30,000.	30,000.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	2,533.	2,533.	0.	0.
	b Accounting fees Stmt 4	3,582.	3,582.	0.	0.
	c Other professional fees Stmt 5	12,292.	12,292.	0.	0.
	17 Interest				
	18 Taxes Stmt 6	695.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	182.	0.	0.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	49,284.	48,407.	0.	0.
	25 Contributions, gifts, grants paid	124,500.			124,500.
26 Total expenses and disbursements. Add lines 24 and 25	173,784.	48,407.	0.	124,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<81,433.>				
b Net investment income (if negative, enter -0-)		43,944.			
c Adjusted net income (if negative, enter -0-)			90,676.		

SCANNED MAY 21 2013

P14

19

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	65,059.	3,801.	3,801.
	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	100,668.	100,668.	110,204.
	b Investments - corporate stock Stmt 9	1,620,624.	1,663,659.	2,033,721.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	259,783.	195,636.	144,605.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,046,134.	1,963,764.	2,292,331.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	68,496.	67,559.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	1,977,638.	1,896,205.	
	30 Total net assets or fund balances	2,046,134.	1,963,764.	
	31 Total liabilities and net assets/fund balances	2,046,134.	1,963,764.	

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	2,046,134.
2 Enter amount from Part I, line 27a	2	<81,433.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,964,701.
5 Decreases not included in line 2 (itemize) ▶ Basis adjustments to book value	5	937.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,963,764.

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			
b See Attached Statement			
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			
b			
c			
d			
e 52,571.		50,896.	1,675.

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			
b			
c			
d			
e			1,675.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,675.
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	757.

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	112,234.	2,250,909.	.049862
2010	105,676.	2,141,792.	.049340
2009	100,623.	1,967,593.	.051140
2008	119,250.	2,494,154.	.047812
2007	149,500.	2,998,520.	.049858

2 Total of line 1, column (d)	2	.248012
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	.049602
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,287,907.
5 Multiply line 4 by line 3	5	113,485.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	439.
7 Add lines 5 and 6	7	113,924.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	124,500.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 439.
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	3 439.
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-	5 439.
6 Credits/Payments:	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 153.
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	7 153.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9 286.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11

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)? 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.		1b		X
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) None				
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13		X
14	The books are in care of ► <u>Taylor, Ganson & Perrin, LLP</u> Telephone no. ► <u>(617)951-2777</u> Located at ► <u>160 Federal Street, Boston, Massachusetts</u> ZIP+4 ► <u>02110</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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
Jonathan V. Taylor 4 Newcourt Lane Dedham, MA 02026	Trustee 3.00	0.	0.	0.
William F. Taylor 251 Concord Street Gloucester, MA 09130	Trustee 3.00	0.	0.	0.
Sarah V. Harrison 20 Richards Street Dedham, MA 02026	Trustee 3.00	0.	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

Form 990-PF (2012)

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	2,291,256.
b	Average of monthly cash balances	1b	31,492.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,322,748.
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	2,322,748.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,841.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,287,907.
6	Minimum investment return. Enter 5% of line 5	6	114,395.

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	114,395.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	439.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	439.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	113,956.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	113,956.
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	113,956.

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	124,500.
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	124,500.
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	439.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	124,061.

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.

Form 990-PF (2012)

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				113,956.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	217.			
d From 2010				
e From 2011	221.			
f Total of lines 3a through e	438.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	124,500.			
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				113,956.
e Remaining amount distributed out of corpus	10,544.			
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	10,982.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,982.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	217.			
c Excess from 2010				
d Excess from 2011	221.			
e Excess from 2012	10,544.			

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				
Boston Medical Center- Reach Out & Read 801 Massachusetts Avenue Boston, MA 02118	None	Charity	Educational	3,000.
Camp Sunshine 35 Arcadia Road Casco, ME 04015	None	Charity	Charitable	3,000.
Cape Ann Art Haven 180 B Main Street Gloucester, MA 01930	None	Charity	Charitable	3,500.
Cape Ann Business Incubator 33 Commercial Street, Suite 5 Gloucester, MA 01930	None	Charity	Charitable	1,000.
Cape Ann Farmers Market PO Box 1458 Gloucester, MA 01931	None	Charity	Charitable	1,000.
Total	See continuation sheet(s)			124,500.
b Approved for future payment				
None				
Total				0.

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) Exclu- sion 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			14	4,625.		
4 Dividends and interest from securities			14	86,051.		
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			14	614.		1,061.
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.		91,290.		1,061.
13 Total. Add line 12, columns (b), (d), and (e)					13	92,351.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]


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

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

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

Date 4/27/13

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

Edward R. Martin

Preparer's signature

Edward R. Marks

Date

4/25/13

Check ☐ self-employed

PTIN

P00449787

Firm's name ▶ Taylor, Ganson & Perrin, LLP

Firm's EIN ► 04-1894190

Firm's address ► 160 Federal Street
Boatton, MA 02110

Phone no. (617) 951-2777

Form **990-PF** (2012)

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	sale of 1397.95 shs Vanguard Fixed Inc SH TM BD	P	02/16/12	10/24/12
b	sale of 1397.95 shs Vanguard Intermediate Term	P	02/16/12	11/16/12
c	sale of 0.5 shs Phillips 66	P	12/25/95	05/11/12
d	sale of 125 shs Motorola Mobility Holdings	P	12/20/00	05/22/12
e	sale of 0.91 shs Duke Energy Corp	P	11/28/00	07/12/12
f	sale of 0.33 shs Duke Energy Corp	P	11/28/00	07/17/12
g	sale of 0.99 shs Pentair LTD	P	12/20/00	11/02/12
h	sale of 107 shs Duke Energy Corp	P	11/28/00	12/03/12
i	sale of 600 shs Blackrock Core BD TR	P	08/25/05	12/12/12
j	Capital Gains Dividends			
k				
l				
m				
n				
o				

(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 15,210.		15,000.	210.
b 15,547.		15,000.	547.
c 16.		6.	10.
d 5,000.		7,075.	<2,075.>
e 60.		43.	17.
f 22.		16.	6.
g 45.		61.	<16.>
h 6,889.		5,080.	1,809.
i 9,168.		8,615.	553.
j 614.			614.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 210.
b			** 547.
c			10.
d			<2,075.>
e			17.
f			6.
g			<16.>
h			1,809.
i			553.
j			614.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,675.
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	757.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Church Religious Trust	None	Charity	Charitable	1,000.
City of Gloucester 3 Pond Ave Gloucester, MA 01930	none	Charity	Charitable	4,000.
Dedham Civic Pride, c/o Gemma Martin 202 Bonham Road Dedham, MA 02026	None	Charity	Charitable	1,000.
Dedham Historical Society 612 High Street Dedham, MA 02026	None	Charity	Charitable	1,000.
Derryfield School 2108 River Road Manchester, NH 03104	None	Charity	Charitable	1,000.
Direct Relief International 27 South Patera Lane Santa Barbara, CA 93117	None	Charity	Charitable	2,000.
Doctors without Borders 333 7th Avenue,	None	Charity	Charitable	2,500.
Ducks Unlimited One Waterfowl Way Memphis, TN 38120	None	Charity	Charitable/Environment	11,000.
Essex County Greenbelt 82 Eastern Ave Essex, MA 01929	none	Charity	Charitable	1,000.
Fesseden School 103 Pilgrim Road Boston, MA 02215	None	Educational	Educational	10,000.
Total from continuation sheets				113,000.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
G.O.A.L., GOAL Com. North America 83 Walnut Street Wellesley, MA 02481	None	Charity	Charitable	1,000.
Glen Urquhart School 75 Hart Street Beverly Farms, MA 01915	None	Charity	educational	9,000.
Gloucester Civic & Garden Council Inc. 3 Fuller Street Magnolia, MA 01930	None	Charity	charitable	4,000.
Gloucester Maritime Heritage Center, Inc./Museum 23 Harbor Loop Gloucester, MA 01930	None	Charity	charitable	20,500.
Gloucester Stage Company 267 East Main Street Gloucester, MA 01930	None	Charity	Charitable	1,000.
Hamilton College 198 College Inn Road Clinton, NY 13323	None	Charity	Educational	15,000.
Horizons at Dedham Country Day 90 Sandy Valley Road Dedham, MA 02026	None	Charity	Charitable	2,000.
Leukemia and Lymphoma Society 1311 Mamaroneck Ave White Plains, NY 10605	None	Charity	Charitable	5,000.
Lodge of St. Andrews 3 Nellburn Road, Deans, Livingston, West Lotian Scotland EH54 8QU	None	Charity	Charitable	5,000.
Masonic Angel Foundation 49 South Orleans Road Orleans, MA 02653	None	Charity	charitable	6,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Noble & Greenough 10 Campus Drive Dedham, MA 02026	none	Educational	Educational	1,000.
North Shore Consortium 112 Sohler Road Beverly, MA 01915	None	Charity	Charitable	1,000.
NSCDA 55 Beacon Street Boston, MA 02108	None	Charity	Charitable	2,000.
Pathways for Children 29 Emerson Avenue Gloucester, MA 01930	None	Charity	Charitable	1,000.
The First R. Foundation 74 Langsford Street Gloucester, MA 01930	none	Charity	Charitable	500.
The Gloucester Writer's Center 126 East Main Street Gloucester, MA 01930	none	Charity	Charitable	3,000.
Tilton School 70 Grove Street Haverill, MA 01832	None	Charity	Educational	1,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
US Treasury Interest	4,625.
Total to Form 990-PF, Part I, line 3, Column A	4,625.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Capital gain distributions	443.	443.	0.
Non- Qualified Short Term Cap Gain Dist-US Govt Obligation	11.	0.	11.
Non-Qualified Div. (US Obligations)	825.	0.	825.
Non-Qualified Div. - Mutual Funds	14,461.	0.	14,461.
Non-Qualified Domestic Dividends	3,908.	0.	3,908.
Non-Qualified Short term capital gain dividends	171.	171.	0.
Qualified Dividends from Mutual Funds	1,174.	0.	1,174.
Qualified Domestic Dividends	58,804.	0.	58,804.
Qualified Foreign Dividends	6,868.	0.	6,868.
Total to Fm 990-PF, Part I, ln 4	86,665.	614.	86,051.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administration expenses-for legal fees	2,533.	2,533.	0.	0.
To Fm 990-PF, Pg 1, ln 16a	2,533.	2,533.	0.	0.

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Taylor, Ganson & Perrin, LLP - accounting/tax fee	3,582.	3,582.	0.	0.	
To Form 990-PF, Pg 1, ln 16b	3,582.	3,582.	0.	0.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Taylor, Ganson & Perrin, LLP - Mgmt fees	12,292.	12,292.	0.	0.	
To Form 990-PF, Pg 1, ln 16c	12,292.	12,292.	0.	0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign tax withheld at source (various countries)	672.	0.	0.	0.	
ADR fees	23.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	695.	0.	0.	0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Form PC filing fee	35.	0.	0.	0.	
Estimated taxes for 2012	147.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 23	182.	0.	0.	0.	

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	
100,000 Federal Home LN BK#100.6683	X		100,668.	110,204.	
Total U.S. Government Obligations			100,668.	110,204.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			100,668.	110,204.	

Form 990-PF	Corporate Stock		Statement	9
Description	Book Value		Fair Market Value	
270 shs Citigroup Inc.	76,867.		10,681.	
585 shs Procter & Gamble Co.	24,786.		39,716.	
1,500 shs Analog Devices Inc.	21,223.		63,090.	
500 shs Hewlett Packard	25,640.		7,125.	
1,139 shs American Elec Pwr Inc.	48,763.		48,613.	
4,000 shs Southern Co.	62,159.		171,240.	
700 shs Bristol Myers Squibb Co.	42,138.		22,813.	
1,000 shs AT & T Inc.	48,748.		33,710.	
1,000 shs Intel Corp	36,248.		20,620.	
200 shs IBM	22,415.		38,310.	
600 shs United Parcel Service	36,749.		44,238.	
700 shs Coca-Cola	39,286.		50,750.	
2,000 shs Boston Scientific Corp	24,935.		11,460.	
1000 shs Wells Fargo & Co	26,499.		34,180.	
1000 shs Schlumberger Ltd	30,675.		69,299.	
776 shs Bank of America Corp	27,313.		9,009.	

500 shs Pfizer Inc.	17,906.	12,540.
1,000 shs General Electric	43,171.	20,990.
383 shs Northrop Grumman Corp	18,768.	25,883.
500 shs Royal Dutch Pete Co.Par N Gldr 1.25	21,805.	34,475.
500 shs Becton Dickinson & Co.	18,172.	39,095.
485 shs Centurytel Inc.	16,023.	18,973.
435 shs State Street Corp Cvt PFD	19,783.	20,449.
73 shs Teck Resources LTD Class B	775.	2,654.
250 shs Frontline Ltd	10,488.	815.
1,000 shs Korea Elec Power Corp Sponsored ADR	14,550.	13,970.
38 shs Ship Finance Interantional	910.	632.
500 shs United Nat Foods Inc.	17,175.	26,795.
400 shs Novartis AG Sponsored ADR	21,786.	25,320.
97 shs Alcatel Lucent Sponsored ADR	20,844.	135.
1,641 shs Conocophillips	32,211.	95,162.
1,440 Spectra Energy Corp	25,084.	39,427.
250 shs T E Connectivity Limited	14,097.	9,280.
28 shs Lsi Corp	4,405.	198.
800 shs Gilead Sciences Inc.	36,572.	58,760.
400 shs Zimmer Hldgs Inc.	27,622.	26,664.
800 shs International Game Technology	34,926.	11,336.
600 shs Paychex Inc.	21,504.	18,660.
200 shs Deere & Co	14,248.	17,284.
155 shs Simon Property Group Inc. Reit	13,918.	24,504.
1,547 shs Merck & Co. INc.	64,330.	63,334.
727 shs American Capital Agency Corporation	16,167.	21,010.
1,294 shs Banco Santander SA	15,255.	10,572.
400 shs Verizon Communications	10,619.	17,308.
3,648 shs Public Svc Enterprise Group Inc.	56,430.	111,629.
2,100 shs Lowes Companies Inc.	32,828.	74,592.
250 shs Covidien Limited	8,007.	14,435.
200 shs Toronto Dominion Bank	13,984.	16,866.
400 shs Accenture PLC	24,480.	26,600.
300 shs General Mills	11,136.	12,126.
123 shs General Motors	10,885.	3,546.
200 shs Heinz H J Co.	10,714.	11,536.
142 shs Motorola Solutions Inc.	9,590.	7,907.
300 shs Qualcomm Inc.	16,671.	18,558.
600 shs ST Jude Medical Inc.	22,554.	21,684.
130 shs Hartford Financial Svcs Group Inc.	9,802.	2,917.
63 shs Huntington Ingalls Industries Inc.	1,983.	2,730.
300 shs Sanofi-Aventis	706.	510.
4,800 Blackrock Core Bonds Trust	67,413.	71,520.
250 shs Tyco International Ltd	9,359.	7,313.
125 shs A D T Corporation	6,172.	5,811.
3,900 shs Duke Energy Corporation	173,237.	248,820.
820 shs Phillipis 66	10,150.	43,542.

Total to Form 990-PF, Part II, line 10b

1,663,659.

2,033,721.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
11,600 Blackrock Income TR Inc.	COST	76,799.	85,260.
190 shs Korea FD Inc.	COST	16,123.	7,839.
5085 shs Agic Convertible & Income Fund	COST	78,376.	44,189.
111 General Motors Co. Warrant Exp Date 7/10/2016	COST	7,035.	2,165.
111 General Motors Co. Warrant Exp Date 7/10/2019	COST	5,423.	1,386.
30,000 Escrow General Motors DTD 7/3/03 8.3755 7/15/33	COST	0.	225.
59 shs Pentair Ltd	COST	3,555.	2,900.
30 shs Motors Liq Co Guc Tr Pref	COST	0.	636.
6 shs W M I Hldgs Corpcontra	COST	8,325.	5.
200 shs WA Funding TR III	COST	0.	0.
Total to Form 990-PF, Part II, line 13		195,636.	144,605.