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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 01-01-2012 , and ending 12-31-2012

Name of foundation ASSOCIATION FOUNDATION		A Employer identification number 13-2596907	
Number and street (or P O box number if mail is not delivered to street address) 99 HIGH STREET 10TH FLOOR		B Telephone number (see instructions) (781) 622-2237	
City or town, state, and ZIP code BOSTON, MA 02110		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,697,149		J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) ☐ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	29,728			
	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.	29,310	29,134		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	56,023			
	b Gross sales price for all assets on line 6a <u>375,932</u>				
	7 Capital gain net income (from Part IV , line 2)		56,023		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	210	235		
	12 Total. Add lines 1 through 11	115,271	85,392		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	8,225	6,733		1,750
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	2,800			0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	11,025	6,733	0	1,750
	25 Contributions, gifts, grants paid	105,000			105,000
	26 Total expenses and disbursements. Add lines 24 and 25	116,025	6,733	0	106,750
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-754			
	b Net investment income (if negative, enter -0-)		78,659		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	137,609	78,961	78,961
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	88,144	 84,077	93,173
	b	Investments—corporate stock (attach schedule)	192,889	 1,175,601	1,362,362
	c	Investments—corporate bonds (attach schedule).	113,052	 151,111	162,653
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	948,859		0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 9,947		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,490,500	1,489,750	1,697,149
	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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,490,500	1,489,750	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,490,500	1,489,750	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,490,500	1,489,750	

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	1,490,500
2	Enter amount from Part I, line 27a	2	-754
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	4
4	Add lines 1, 2, and 3	4	1,489,750
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	1,489,750

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 Additional Data Table			
b				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
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	56,023
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	105,250	1,582,514	0 066508
2010	105,250	1,568,829	0 067088
2009	104,855	1,421,515	0 073763
2008	127,968	1,691,445	0 075656
2007	111,682	1,829,063	0 06106

2	Total of line 1, column (d).	2	0 344075
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 068815
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,604,982
5	Multiply line 4 by line 3.	5	110,447
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	787
7	Add lines 5 and 6.	7	111,234
8	Enter qualifying distributions from Part XII, line 4.	8	106,750

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 page 18 of the 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 ☐ and enter 1% of Part I, line 27b		1	1,573
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	1,573
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	1,573
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,292	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	1,292
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	281
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 ☐ 0	Refunded ☐	11	0

Part VII-A

Statements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY _____			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of BROWN ADVISORY CORP Telephone no (617) 717-6366 Located at 99 SOUTH HIGH STREET BOSTON MA ZIP+4 02110			
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.			
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?	15		No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HOWARD E COX	PRESIDENT/TREASURER	0		
15 CONGRESS STREET B6	1			
BOSTON,MA 02109				
MAZIE LIVINGSTON COX	SECRETARY	0		
356 WORTH AVENUE	1			
PALM BEACH,FL 33480				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	1,562,308
b	Average of monthly cash balances.	1b	67,115
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,629,423
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	1,629,423
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	24,441
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,604,982
6	Minimum investment return. Enter 5% of line 5.	6	80,249

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	80,249
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,573
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,573
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	78,676
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	78,676
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	78,676

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	106,750
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	106,750
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	106,750
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				78,676
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				0
c From 2009.				0
d From 2010.				0
e From 2011.				25,687
f Total of lines 3a through e.	25,687			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 106,750				
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.				78,676
e Remaining amount distributed out of corpus	28,074			
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	53,761			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	29,728			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	24,033			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				0
e Excess from 2012. . . .				24,033

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	105,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	29,310	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	56,023	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME _____			18	210	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				85,543	
13 Total. Add line 12, columns (b), (d), and (e).			13		85,543

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2013-10-21	*****
	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
	BROWN INVESTMENT ADVISORY	BROWN INVESTMENT ADVISORY	2013-10-21		
	Firm's name ☐	BROWN INVESTMENT ADVISORY & TRUST		Firm's EIN ☐	
		901 SOUTH BOND STREET			
	Firm's address ☐	BALTIMORE, MD 21231		Phone no (410) 537-5484	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
16 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-01-15
31 96 FHLMC SER R004 CMO 5 125% 12/15/13		1950-01-01	2012-01-15
1 87 GNMA PL #281462 9 000% 1/15/20		1950-01-01	2012-01-15
85 AFLAC INC		2008-10-28	2012-01-25
35 AFLAC INC		2011-04-05	2012-01-25
10 AMAZON COM INC		2011-11-18	2012-01-25
20 AMAZON COM INC		2010-05-21	2012-01-25
120 AMERIPRISE FINL INC		2011-12-29	2012-01-25
70 AMGEN		2009-12-31	2012-01-25
27 APPLE COMPUTER INC		2006-04-17	2012-01-25
55 CELEGENE CORP		2009-12-31	2012-01-25
40 CELEGENE CORP		2011-02-04	2012-01-25
110 CHESAPEAKE ENERGY CORP COM W/RTS EXP 7/27/2008		2011-12-29	2012-01-25
280 CHESAPEAKE ENERGY CORP COM W/RTS EXP 7/27/2008		2009-12-31	2012-01-25
55 COLGATE PALMOLIVE CO		2011-08-10	2012-01-25
240 COMCAST CORP NEW CL A		2010-07-13	2012-01-25
30 CONCHO RES INC		2011-07-14	2012-01-25
200 CONSTELLATION BRANDS INC CL A		2011-02-08	2012-01-25
45 DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 ORD SHS		2011-01-05	2012-01-25
35 DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 ORD SHS		2010-09-22	2012-01-25
80 DISCOVERY COMMUNICATIONS INC CL A		2011-03-30	2012-01-25
35 EMERSON ELECTRIC CO		2007-08-07	2012-01-25
50 EXXON MOBIL CORP		1995-06-23	2012-01-25
30 FEDEX CORP		2011-12-29	2012-01-25
25 F5 NETWORKS INC		2011-03-30	2012-01-25
35 GENERAL ELECTRIC CO		1997-08-18	2012-01-25
5 GOOGLE INC CL A		2010-01-08	2012-01-25
180 HOLOGIC INC		2009-12-31	2012-01-25
105 HONEYWELL INTL INC		2011-09-15	2012-01-25
45 INTEL CORP		2010-01-06	2012-01-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 INTERNATIONAL BUSINESS MACHINES CORP		2009-09-22	2012-01-25
40 J P MORGAN CHASE & CO		2006-07-10	2012-01-25
80 JOHNSON & JOHNSON		2009-12-31	2012-01-25
100 KROGER CO		2011-09-08	2012-01-25
80 MCDONALDS CORP		2009-09-22	2012-01-25
5 MICROSOFT CORP		2009-12-31	2012-01-25
40 MOSAIC CO		2010-05-11	2012-01-25
85 NATIONAL-OILWELL INC		2011-05-06	2012-01-25
80 PROCTER & GAMBLE CO		2009-12-31	2012-01-25
130 QUALCOMM CORP		2010-03-22	2012-01-25
175 SKYWORKS SOLUTIONS INC		2011-11-23	2012-01-25
135 SKYWORKS SOLUTIONS INC		2010-12-08	2012-01-25
55 TARGET CORPORATION		2010-03-26	2012-01-25
115 TEVA		2010-06-18	2012-01-25
230 US BANCORP DEL COM NEW		2010-06-25	2012-01-25
55 UNITED TECHNOLOGIES CORP		1950-01-01	2012-01-25
220 VERIZON COMMUNICATIONS		2010-05-28	2012-01-25
160 WELLS FARGO & CO-NEW		2009-12-31	2012-01-25
65 WELLS FARGO & CO-NEW		2011-12-29	2012-01-25
70 ZIMMER HOLDINGS INC		2011-09-30	2012-01-25
15 CENTURYTEL INC		2012-01-25	2012-02-03
15 NUCOR CORP		2012-01-25	2012-02-06
50 TARGET CORPORATION		2009-03-18	2012-02-13
270 MICROSOFT CORP		2009-12-31	2012-02-14
5 MICROSOFT CORP		2009-12-04	2012-02-14
65 MICROSOFT CORP		2011-12-29	2012-02-14
21 54 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-02-15
30 83 FHLMC SER R004 CMO 5 125% 12/15/13		1950-01-01	2012-02-15
223 12 GNMA PL #281462 9 000% 1/15/20		1950-01-01	2012-02-15
95 MCGRAW HILL INC		2012-01-25	2012-02-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
22 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-02-25
100 TE CONNECTIVITY LTD		2012-01-25	2012-03-01
135 FOOT LOCKER INC		2012-01-25	2012-03-06
20 V F CORP		2012-01-25	2012-03-07
65 WAL MART STORES INC		2009-12-31	2012-03-09
35 WAL MART STORES INC		2012-01-25	2012-03-09
205 WALGREEN CO		2012-03-09	2012-03-09
5000 JOHN DEERE CAP 7 000% 3/15/12		1950-01-01	2012-03-15
1 36 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-03-15
36 25 FHLMC SER R004 CMO 5 125% 12/15/13		1950-01-01	2012-03-15
7271 86 PG&E ENGY RECVRY ABS 4 370% 6/25/14		2009-10-13	2012-03-25
103 03 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-04-15
25 68 FHLMC SER R004 CMO 5 125% 12/15/13		1950-01-01	2012-04-15
3 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-04-25
57 PHILLIPS 66		2012-01-25	2012-05-09
300 SPECTRA ENERGY CORP		2012-01-25	2012-05-11
2 01 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-05-15
29 PFIZER INC		2012-01-25	2012-05-22
410 472 PEAR TREE POLARIS FOREIGN VAL SC FND		2011-12-12	2012-05-23
3258 174 PEAR TREE POLARIS FOREIGN VAL SC FND		2010-12-29	2012-05-23
5 PHILLIPS 66		2012-01-25	2012-05-23
28 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-05-25
8 KIMBERLY CLARK CORP		2012-01-25	2012-06-07
10 ENSCO PLC CL A		2009-09-22	2012-06-07
5 ENSCO PLC CL A		2012-01-25	2012-06-07
68 ALTRIA GROUP INC		2012-01-25	2012-06-13
194 SEAGATE TECHNOLOGY		2012-01-25	2012-06-13
2 41 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-06-15
10000 GEN ELEC CAP CORP (MTN) 6% DUE 06/15/12		1950-01-01	2012-06-15
28 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-06-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3087 24 PG&E ENGY RECVRY ABS 4 370% 6/25/14		2009-10-13	2012-06-25
100 NUCOR CORP		2012-01-25	2012-06-27
226 RPM INC		2012-06-27	2012-07-12
62 74 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-07-15
29 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-07-25
36 51 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-08-15
29 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-08-25
80 68 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-09-15
29 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-09-25
2 67 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-10-15
29 FNMA PL #907897 V-A 2 280% 12/01/36		1950-01-01	2012-10-25
80 CHEVRONTEXACO CORP		2012-02-13	2012-10-31
5 CHEVRONTEXACO CORP		2009-12-31	2012-10-31
205 WALGREEN CO		2012-03-09	2012-10-31
5 CHEVRON CORP		2009-12-31	2012-10-31
80 CHEVRON CORP		2012-01-25	2012-10-31
110 EATON CORP PLC		2012-01-25	2012-10-31
24 93 FHLMC #1G1477 V-A 2 821% 1/01/37		1950-01-01	2012-11-15
53 24 FNMA PL #907897 V-A 2 280% 12/01/36		2012-10-31	2012-12-01
110 EATON CORP PLC		2012-01-25	2012-12-03
88 68 FHLMC #1G1477 V-A 2 821% 1/01/37		2012-10-31	2012-12-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32		36	-4
2		2	
4,143		3,268	875
1,706		1,903	-197
1,865		2,029	-164
3,731		2,430	1,301
6,503		7,093	-590
4,827		4,229	598
12,054		1,748	10,306
4,068		2,986	1,082
2,959		2,000	959
2,541		2,499	42
6,468		8,092	-1,624
4,898		4,559	339
6,248		3,923	2,325
3,188		2,700	488
4,208		3,963	245
3,976		3,356	620
3,093		2,403	690
3,545		3,193	352
1,807		1,675	132
4,339		786	3,553
2,767		2,527	240
3,049		2,484	565
667		745	-78
2,853		3,000	-147
3,527		2,893	634
6,086		5,179	907
1,207		938	269

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
960		607	353
1,499		1,707	-208
5,210		4,607	603
2,459		2,341	118
7,913		4,468	3,445
148		154	-6
2,236		1,911	325
6,484		6,202	282
5,181		4,318	863
7,652		5,119	2,533
3,770		2,872	898
2,908		3,707	-799
2,805		2,843	-38
5,297		4,858	439
6,560		5,747	813
4,276		1,834	2,442
8,283		6,916	1,367
4,800		4,666	134
1,950		1,799	151
4,017		4,166	-149
560		561	-1
673		659	14
2,613		1,628	985
8,120		7,218	902
150		137	13
1,955		1,691	264
22		22	
31		35	-4
223		241	-18
4,304		4,494	-190

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,725		3,448	277
3,981		3,591	390
2,901		2,673	228
3,903		3,663	240
2,102		2,148	-46
7,196		6,799	397
5,000		5,403	-403
1		1	
36		41	-5
7,272		7,462	-190
103		106	-3
26		29	-3
1,812		1,909	-97
9,100		9,494	-394
2		2	
655		628	27
3,415		3,218	197
27,108		35,938	-8,830
16		17	-1
644		574	70
454		425	29
227		267	-40
2,258		1,946	312
4,669		3,847	822
2		2	
10,000		10,436	-436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,087		3,159	-72
3,627		4,396	-769
5,912		5,626	286
63		65	-2
37		38	-1
81		83	-2
3		3	
8,742		6,910	1,832
547		387	160
7,196		6,799	397
547		387	160
8,742		6,910	1,832
5,682		5,444	238
25		26	-1
53		57	-4
5,682		5,444	238
89		95	-6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4
			875
			-197
			-164
			1,301
			-590
			598
			10,306
			1,082
			959
			42
			-1,624
			339
			2,325
			488
			245
			620
			690
			352
			132
			3,553
			240
			565
			-78
			-147
			634
			907
			269

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			353
			-208
			603
			118
			3,445
			-6
			325
			282
			863
			2,533
			898
			-799
			-38
			439
			813
			2,442
			1,367
			134
			151
			-149
			-1
			14
			985
			902
			13
			264
			-4
			-18
			-190

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			277
			390
			228
			240
			-46
			397
			-403
			-5
			-190
			-3
			-3
			-97
			-394
			27
			197
			-8,830
			-1
			70
			29
			-40
			312
			822
			-436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-72
			-769
			286
			-2
			-1
			-2
			1,832
			160
			397
			160
			1,832
			238
			-1
			-4
			238
			-6

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HARVARD UNIVERSITY 1350 MASSACHUSETTS AVE CAMBRIDGE,MA 02138	NONE	PUBLIC	GENERAL SUPPORT	25,000
CITIZENS BUDGET COMMISSION 2 PENN PLAZA NEWYORK,NY 10121	NONE	PUBLIC	GENERAL SUPPORT	10,000
AMERICAN ENDOWMENT FOUNDATION P O BOX 911 HUDSON,OH 442365911	NONE	PUBLIC	GENERAL SUPPORT	35,000
STUDENT SPONSOR PARTNERS 286 MADISON AVE SUITE 1601 NEWYORK,NY 10017	NONE	PUBLIC	GENERAL SUPPORT	10,000
ST BARTHOLOMEW'S CHURCH 325 PARK AVENUE NEWYORK,NY 10022	NONE	PUBLIC	GENERAL SUPPORT	10,000
RICHARD NIXON FOUNDATION 18001 YORBA LINDA BLVD YORBA LINDA,CA 92886	NONE	PUBLIC CHARITY	GENERAL	15,000
Total  3a				105,000

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization ASSOCIATION FOUNDATION	Employer identification number 13-2596907
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BEDELL HOLMES HARNED TRUST C/O SBA - 255 STATE ST 6TH FLOOR BOSTON, MA 02109	\$29,728	Person☒ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person☐ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person☐ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person☐ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person☐ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person☐ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person☐ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)

Name of organization ASSOCIATION FOUNDATION	Employer identification number 13-2596907
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization ASSOCIATION FOUNDATION	Employer identification number 13-2596907
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

**TY 2012 Investments Corporate
Bonds Schedule****Name:** ASSOCIATION FOUNDATION**EIN:** 13-2596907

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	71,697	80,329
FOREIGN BONDS	5,056	5,949
FIXED MUTUAL FDS	61,412	63,890
ASSET BACKED	2,946	2,963
STRUCTURED NOTES	10,000	9,522

**TY 2012 Investments Corporate
Stock Schedule****Name:** ASSOCIATION FOUNDATION**EIN:** 13-2596907

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	230,513	255,240
REITS	8,855	8,548
EQUITY MUTUAL FD	599,592	748,738
COMMODITIES	47,173	50,835
HEDGE FUNDS	250,000	251,015
RE MUTUAL FUNDS	39,468	47,986

TY 2012 Investments Government Obligations Schedule

Name: ASSOCIATION FOUNDATION

EIN: 13-2596907

**US Government Securities - End of
Year Book Value:**

84,077

**US Government Securities - End of
Year Fair Market Value:**

93,173

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Other Assets Schedule

Name: ASSOCIATION FOUNDATION

EIN: 13-2596907

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ASSETS SOLD 2011, SETTLED 2012	9,947	0	0

TY 2012 Other Income Schedule

Name: ASSOCIATION FOUNDATION

EIN: 13-2596907

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CITIGROUP MTN V-A 1 860% 9/23/17	210	210	
ISHARES S&P GSCI COMMODITY IN TR ETF		25	

TY 2012 Other Increases Schedule

Name: ASSOCIATION FOUNDATION

EIN: 13-2596907

Description	Amount
ROUNDING	4

TY 2012 Other Professional Fees Schedule**Name:** ASSOCIATION FOUNDATION**EIN:** 13-2596907

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	3,885	3,885		
INESTMENT FEES-INCOME	2,590	2,590		
ASSOCIATION FEES	250			250
TAX PREPARATION FEE	1,500			1,500
PARTNERSHIP K-1		258		

TY 2012 Taxes Schedule

Name: ASSOCIATION FOUNDATION

EIN: 13-2596907

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	2,800	0		0