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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation

DORR FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

84 HILLSIDE DRIVE

City or town

PORTSMOUTH

State ZIP code

NH 03801

G Check all that apply

 Initial return Final return Address change Initial Return of a former public charity Amended return Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)J Accounting method Cash Accrual Other (specify)► \$ **6,531,799.**

(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 neces-
sarily 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)
	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	67,601.	67,601.		
	4 Dividends and interest from securities	49,859.	49,859.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	693,142.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	2,818,962.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	CLASS ACTION PROCEEDS	1,580.	1,580.		
	12 Total. Add lines 1 through 11	812,182.	119,040.		
				AD	MAY 16 2013
	13 Compensation of officers, directors, trustees, etc	7,377.	6,000.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	5,493.			5,493.
	c Other prof fees (attach sch) L-16c Stmt	49,359.	49,359.		
	17 Interest				
	18 Taxes (attach schedule) see instrs				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	SEE STMT PART I - 5	14,902.	13,702.		1,200.
	24 Total operating and administrative expenses. Add lines 13 through 23	77,131.	69,061.		8,070.
	25 Contributions, gifts, grants paid	331,705.			331,705.
	26 Total expenses and disbursements. Add lines 24 and 25	408,836.	69,061.		339,775.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements				
		403,346.			
	b Net investment income (if negative, enter -0-)		49,979.		
	c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 17 2013

ADMINISTRATIVE
OPERATING
AND EXPENSES

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
A S S E T S	1	Cash – non-interest-bearing	22,459.	23,561.	23,561.
	2	Savings and temporary cash investments	593,965.	781,273.	781,273.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S. and state government obligations (attach schedule) <u>L-10a Stmt</u>	393,387.	1,074,298.	1,169,394.
	b	Investments – corporate stock (attach schedule) <u>L-10b Stmt</u>	3,240,526.	2,510,977.	3,374,357.
	c	Investments – corporate bonds (attach schedule) <u>L-10c Stmt</u>	870,412.	1,137,177.	1,176,964.
	11	Investments – land, buildings, and equipment basis			
L I A B I L I T I E S		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) <u>L-13 Stmt</u>	6,250.	6,250.	6,250.
	14	Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
N F E U T N D A S S E L S N C O E R S	15	Other assets (describe <u>L-15 Stmt</u>)	2,598.	0.	0.
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,129,597.	5,533,536.	6,531,799.
L I A B I L I T I E S	17	Accounts payable and accrued expenses	1,284.	1,877.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe <u>L-15 Stmt</u>)			
	23	Total liabilities (add lines 17 through 22)	1,284.	1,877.	
N F E U T N D A S S E L S N C O E R S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds	1,533,339.	1,533,339.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,594,974.	3,998,320.	
	30	Total net assets or fund balances (see instructions)	5,128,313.	5,531,659.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,129,597.	5,533,536.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,128,313.
2	Enter amount from Part I, line 27a	2	403,346.
3	Other increases not included in line 2 (itemize) <u>L-27a Stmt</u>	3	
4	Add lines 1, 2, and 3	4	5,531,659.
5	Decreases not included in line 2 (itemize) <u>L-27a Stmt</u>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,531,659.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
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		
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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	353,117.	6,391,657.	0.055247
2010	324,305.	6,334,225.	0.051199
2009	301,519.	5,720,851.	0.052705
2008	302,312.	5,499,856.	0.054967
2007	395,062.	7,855,029.	0.050294

2 Total of line 1, column (d)	2	0.264412
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	0.052882
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	0.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	500.
7 Add lines 5 and 6	7	500.
8 Enter qualifying distributions from Part XII, line 4	8	339,775.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter. (attach copy of letter if necessary – see instrs)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 500.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3 Add lines 1 and 2	3 500.
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-	5 500.
6 Credits/Payments	
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 850.
b Exempt foreign organizations – tax withheld at source	6 b
c Tax paid with application for extension of time to file (Form 8868)	6 c
d Backup withholding erroneously withheld	6 d
7 Total credits and payments. Add lines 6a through 6d	7 850.
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
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 350.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 350. Refunded	11

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a	<input checked="" type="checkbox"/>	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	Yes	No
1 b	<input checked="" type="checkbox"/>	

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

1 c	<input checked="" type="checkbox"/>	
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c Did the foundation file Form 1120-POL for this year?

2	<input checked="" type="checkbox"/>	
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

3	<input checked="" type="checkbox"/>	
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(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

4 a	<input checked="" type="checkbox"/>	
-----	-------------------------------------	--

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

4 b	<input checked="" type="checkbox"/>	
-----	-------------------------------------	--

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

5	<input checked="" type="checkbox"/>	
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If 'Yes,' attach a detailed description of the activities.

6	<input checked="" type="checkbox"/>	
---	-------------------------------------	--

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

7	<input checked="" type="checkbox"/>	
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4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

8	<input checked="" type="checkbox"/>	
---	-------------------------------------	--

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

9	<input checked="" type="checkbox"/>	
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5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

10	<input checked="" type="checkbox"/>	
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If 'Yes,' attach the statement required by General Instruction T.

11	<input checked="" type="checkbox"/>	
----	-------------------------------------	--

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

12	<input checked="" type="checkbox"/>	
----	-------------------------------------	--

• By language in the governing instrument, or

13	<input checked="" type="checkbox"/>	
----	-------------------------------------	--

• 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?

14	<input checked="" type="checkbox"/>	
----	-------------------------------------	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

15	<input checked="" type="checkbox"/>	
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8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

16	<input checked="" type="checkbox"/>	
----	-------------------------------------	--

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

17	<input checked="" type="checkbox"/>	
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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

18	<input checked="" type="checkbox"/>	
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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

19	<input checked="" type="checkbox"/>	
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20	<input checked="" type="checkbox"/>	
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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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>BARBARA MCMILLAN</u> Telephone no ► <u>(603) 433-6438</u>		
Located at ► <u>84 HILLSIDE DRIVE</u> <u>PORTSMOUTH</u> , <u>NH</u> ZIP + 4 ► <u>03801</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	<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	<input checked="" type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<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 ► <input type="checkbox"/>			
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?		
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 ► <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u>			
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).		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u>		
3 a	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)		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

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

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

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

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

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

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

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

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5 b 6 b X7 b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STMT PART VIII - 1				
NH 03801	0.00	0.	0.	7,377.

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

► None

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

None

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

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 instructions

Total. Add lines 1 through 3 ►

Total. Add lines 1 through 3

BAA

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	1 a	
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	0.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6 Minimum investment return. Enter 5% of line 5	6	0.

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	0.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	500.
b Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	500.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	0.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0.

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	1 a	339,775.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	339,775.
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	500.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	339,275.

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				0.
2 Undistributed income, if any, as of the end of 2012.				0.
a Enter amount for 2011 only				
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012.				
a From 2007 406,981.				
b From 2008 314,194.				
c From 2009 302,634.				
d From 2010 325,655.				
e From 2011 353,619.				
f Total of lines 3a through e 1,703,083.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 339,775.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus 339,775.				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 2,042,858.				
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				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 406,981.				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 1,635,877.				
10 Analysis of line 9				
a Excess from 2008 314,194.				
b Excess from 2009 302,634.				
c Excess from 2010 325,655.				
d Excess from 2011 353,619.				
e Excess from 2012 339,775.				

BAA

Form 990-PF (2012)

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

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon			
a	'Assets' alternative test – enter.			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed			
c	'Support' alternative test – enter:			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

**BARBARA MCMILLAN
84 HILLSIDE DRIVE
PORTSMOUTH**

NH 03801 (603) 433-6438

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

NO FORM REQUIRED

c Any submission deadlines:

NONE

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

NONE

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
<i>a Paid during the year</i> SEE SCHEDULE 4 ATTACHED			SEE ATTACHED	331,705.
Total				► 3a 331,705.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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		67,601.
4 Dividends and interest from securities			14		49,859.
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		693,142.
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)					810,602.
13 Total. Add line 12, columns (b), (d), and (e)					810,602.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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

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

**Sign
Here**

X Barbara Mr Muller
Signature of officer or trustee

5/11/13

Chair / Secretary

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature or printer or trustee		Date	Date	Check <input type="checkbox"/> if self-employed	Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	PTIN	
	Kathleen Ash Lange		<i>Kathleen Ash Lange CPA</i>	4/18/13	P01597816	
	Firm's name	KATHLEEN ASH LANGE, CPA, PC			Firm's EIN	02-0569008
Firm's address	PO BOX 223 BEDFORD HILLS			NY 10507	Phone no	

BAA

Form 990-PF (2012)

Name	Employer Identification Number
DORR FOUNDATION	13-6017294
Asset Information:	
Description of Property:	STOCKS ATTACHED
Date Acquired:	How Acquired
Date Sold	Name of Buyer
Sales Price	2,818,962. Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method:
Total Gain (Loss)	693,142. Accumulation Depreciation
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss):	Accumulation Depreciation
Description of Property:	
Date Acquired:	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss):	Accumulation Depreciation
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss):	Accumulation Depreciation
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss):	Accumulation Depreciation
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method
Total Gain (Loss):	Accumulation Depreciation
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method
Total Gain (Loss):	Accumulation Depreciation
Description of Property:	
Date Acquired	How Acquired
Date Sold:	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method
Total Gain (Loss):	Accumulation Depreciation

Miscellaneous Statement

<u>OTHER EXPENSES, STMT I-5</u>		
<u>CUSTODIAN FEES</u>		13,702.
<u>MEETING EXPENSES</u>		806.
<u>SECRETARIAL/OFFICE EXP</u>		394.
Total		<u>14,902.</u>

Miscellaneous Statement**STATEMENT VIII - 1 LIST OF OFFICERS**

<u>PETER MCMILLAN - TRUSTEE - WAPPINGERS FALLS, NY</u>	
<u>ROGER HARDON - TRUSTEE - NEW YORK, NY</u>	
<u>ALLEN HARDON - TRUSTEE - GILBERT, AZ</u>	
<u>VIRGINIA MAXWELL - TRUSTEE - BRONXVILLE, NY</u>	
<u>SHIRLEY PUNZELT - TRUSTEE - MADISON, CT</u>	
<u>KENNETH PUNZELT - TRUSTEE - MADISON, CT</u>	
<u>VIRGINIA SESLER - TRUSTEE - MT VERNON, NY</u>	
<u>BARBARA MCMILLAN - TRUSTEE/CHAIR - PORTSMOUTH, NH</u>	

Total

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KATHLEEN ASH LANGE,	PREPARATION OF FINANCIAL STATEMENTS	5,493.			5,493.
Total		5,493.			5,493.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SOUTH ST ADVISORS	INVESTMENT MANAGER	49,359.	49,359.		
Total		49,359.	49,359.		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
SEE STMT PART II - 1			1,074,298.	1,169,394.
Total			1,074,298.	1,169,394.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE STMT PART II - 2	2,510,977.	3,374,357.
Total	2,510,977.	3,374,357.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SEE STMT PART II - 3	1,137,177.	1,176,964.
Total	1,137,177.	1,176,964.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>SEE STMT PART II - 4</u>	6,250.	6,250.
Total	<u>6,250.</u>	<u>6,250.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning	End of Year	
	Year Book Value	Book Value	Fair Market Value
<u>SEE STMT PART II - 5-ACCRUED INT</u>	2,598.	0.	0.
Total	<u>2,598.</u>	<u>0.</u>	<u>0.</u>

**THE DORR FOUNDATION
STOCKS AND BONDS OWNED AT DECEMBER 31, 2012
AND DIVIDENDS RECEIVED AND INTEREST COLLECTED
FOR THE YEAR ENDED DECEMBER 31, 2012**

**“CASH BASIS”
(UNAUDITED)**

SCHEDULE 1

No. of Shares/ Par Value	Stocks	Cost	Market Value	Dividends Received	Interest Collected
230	Apple	83,736	122,400	1,219	
680	CF Inds Holdings	111,895	138,149	728	
2870	CVS Caremark Corp	88,448	138,765	1,866	
1330	Chevron	90,635	143,826	4,668	
2840	Directv Group.	69,251	142,454	—	
5470	EMC Corp.	68,676	138,391	—	
2760	Prudential Fin'l.	150,072	147,191	4,416	
870	Ralph Lauren Corp	51,541	130,430	1,392	
620	Salesforce Com, Inc	53,138	104,222	—	
1510	Shire PLC	71,777	139,192	694	
3150	TJX Cos, Inc	73,968	133,718	1,529	
2690	Viacom	122,529	141,871	2,892	
3800	Wells Fargo & Co	135,016	129,884	836	
2440	Amphenol Corp	78,706	157,868	805	
1090	Flowserve Corp.	130,221	160,012	832	
4300	Fortinet Inc.	106,876	90,386	—	
800	F5 Networks, Inc.	62,483	77,720	—	
2800	IAC/Interactive Corp.	146,446	132,278	672	
1760	Monster Beverage Corp	39,411	92,998	—	
3830	Raymond James Financial	80,779	147,570	1,920	
1930	Snap On Inc.	119,045	152,451	2,117	
1700	Whiting Pete Corp.	76,414	73,729	—	
3500	Wisconsin Energy Corp.	87,415	128,975	4,200	
6000	Copytele.	34,559	1,080	—	
1460	Joseph A Banks Clothiers	74,569	62,167	—	
1770	Watson Pharmaceuticals	114,226	152,220	—	
2370	Macerich Co	135,267	138,171	2,678	
1038	Eaton Corp PLC	53,878	56,239	—	—
Total Stocks (Carried forward)		2,510,977	3,374,357	33,464	—

See accountant's report.

THE DORR FOUNDATION
STOCKS AND BONDS OWNED AT DECEMBER 31, 2012
AND DIVIDENDS RECEIVED AND INTEREST COLLECTED
FOR THE YEAR ENDED DECEMBER 31, 2012
“CASH BASIS”
(UNAUDITED)

SCHEDULE 1

<u>No. of Shares/ Par Value</u>	<u>Bonds</u>	<u>Cost</u>	<u>Market Value</u>	<u>Dividends Received</u>	<u>Interest Collected</u>
290,000	Consolidated Nat Gas Co. 5.000%, due 12/01/14	307,980	311,895	—	14,500
90,000	MidAmerican Energy. 5.300%, due 3/15/18	100,716	107,563	—	4,770
290,000	IBM. 1.250%, due 2/06/17	289,814	293,062	—	1,037
200,000	Amgen Inc 3.450%, due 10/01/20	199,700	214,084	—	4,677
127,000	Time Warner Inc 3.400%, due 6/15/22	134,480	132,471	—	300
100,000	Du Pont El De Nemours 4.625%, due 1/15/20	<u>104,487</u>	<u>117,889</u>	<u>—</u>	<u>4,625</u>
Total Bonds		<u>1,137,177</u>	<u>1,176,964</u>	<u>—</u>	<u>29,909</u>
Total Stocks and Bonds		<u>\$3,648,154</u>	<u>\$4,551,321</u>	<u>\$ 33,464</u>	<u>\$ 29,909</u>

See accountant's report.

**THE DORR FOUNDATION
U.S. TREASURY OBLIGATIONS & GOVERNMENT BONDS
OWNED AT DECEMBER 31, 2012
AND INTEREST COLLECTED FOR THE YEAR ENDED DECEMBER 31, 2012
"CASH BASIS"
(UNAUDITED)**

SCHEDULE 2

<u>Par Value</u>		<u>Cost</u>	<u>Market Value</u>	<u>Interest Collected</u>
90,000	US Treas Bonds 7.25%, due 5/15/16	92,112	110,489	6,525
100,000	US Treas Bonds 8.75%, due 8/15/20	98,747	154,813	8,750
100,000	US Treas Notes 2.125%, due 8/15/21	99,516	105,125	1,750
700,000	US Treas Bonds 1.75%, due 5/15/22	698,031	706,069	1,931
100,837	GNMA Pool	<u>85,892</u>	<u>92,898</u>	<u>5,083</u>
	<u>Total</u>	<u>\$1,074,298</u>	<u>\$1,169,394</u>	<u>\$ 24,039</u>

See accountant's report.

**THE DORR FOUNDATION
GAIN/(LOSS) ON SALES OF SECURITIES
AND INCOME RECEIVED FOR THE YEAR ENDED DECEMBER 31, 2012
“CASH BASIS”
(UNAUDITED)**

SCHEDULE 3

<u>No. of Shares/ Par Value</u>	<u>Year Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Gain (Loss)</u>	<u>Dividends Received</u>	<u>Interest Received</u>
500 Ralph Lauren	2009, 2005	2/13/12	86,715	27,082	59,633	100	
9000 CSX Corp	2010	2/29/12	195,474	153,067	42,407	—	
60 Cooper Inds	2011	4/26/12	3,658	3,865	(207)	19	
600 Borg Warner Inc	2010	4/26/12	47,919	35,991	11,928	—	
290 Chevron	2009	4/26/12	29,455	19,723	9,732	235	
2400 EMC Corp	2008	4/26/12	65,842	30,045	35,797	—	
200 Energizer Hldgs	2009	4/26/12	14,028	10,890	3,138	—	
420 F5 Networks	2010	4/26/12	54,427	28,610	25,817	—	
70 Flowserve Corp	2012	4/26/12	7,673	8,456	(783)	25	
140 Jos A Banks Clothiers	2012	4/26/12	6,599	7,150	(551)	—	
1000 Monster Beverage Corp	2010	4/26/12	62,028	20,905	41,123	—	
430 Ralph Lauren	2005,2009	4/26/12	71,568	23,290	48,278	172	
80 Salesforce Com Inc	2010	4/26/12	12,193	6,857	5,336	—	
120 Shire PLC	2009	4/26/12	11,558	4,351	7,207	45	
110 Snap On Inc	2011	4/26/12	6,701	6,470	231	38	
140 TJX Cos Inc	2011	4/26/12	56,256	27,543	28,713	13	
50 Viacom	2011	4/26/12	2,314	2,278	36	13	
300 Wisconsin Energy	2010	4/26/12	10,618	7,493	3,125	90	
3800 Oracle	2009	5/14/12	105,179	78,084	27,095	456	
2100 BHP Billiton Ltd	2009	5/17/12	142,236	113,610	28,626	2,310	
120 Amphenol	2009	6/19/12	6,557	3,790	2,767	27	
270 Apple, Inc.	2011	6/19/12	154,099	95,431	58,668	—	
1100 Barrick Gold Corp	2011	6/19/12	42,102	50,739	(8,637)	327	
210 Borg Warner, Inc.	2010	6/19/12	13,527	12,597	930	—	
140 CF Inds Hldgs	2011	6/19/12	22,946	16,880	6,066	112	

**THE DORR FOUNDATION
GAIN/(LOSS) ON SALES OF SECURITIES
AND INCOME RECEIVED FOR THE YEAR ENDED DECEMBER 31, 2012
“CASH BASIS”
(UNAUDITED)**

SCHEDULE 3

No. of Shares/ Par Value Acquired	Year	Date Sold	Proceeds	Cost	Gain (Loss)	Dividends Received	Interest Received
850 CVS Caremark Corp	2009	6/19/12	38,593	22,458	16,135	276	
280 Chevron Corp	2009	6/19/12	28,202	19,043	9,159	479	
2000 DirecTV	2009	6/19/12	86,892	41,103	45,789	—	
130 EMC Corp.	2008	6/19/12	3,079	1,628	1,451	—	
140 F5 Networks Inc	2010	6/19/12	14,108	9,537	4,571	—	
120 Flowserv Corp	2012	6/19/12	12,728	14,496	(1,768)	43	
200 Jos A. Banks Clothiers	2012	6/19/12	8,015	10,215	(2,200)	—	
900 Monster Beverage Corp	2010	6/19/12	67,974	18,815	49,159	—	
90 Ralph Lauren, Corp.	2005,2009	6/19/12	12,724	4,875	7,849	36	
650 Raymond James Finl Inc	2009	6/19/12	21,543	13,215	8,328	169	
100 Salesforce Com Inc.	2010	6/19/12	12,622	8,571	4,051	—	
240 Shire PLC	2009	6/19/12	21,169	8,703	12,466	91	
320 Snap On Inc	2011	6/19/12	20,017	18,821	1,196	217	
850 TJX Cos Inc	2011	6/19/12	35,218	16,723	18,495	155	
860 Viacom Inc	2011	6/19/12	39,876	39,173	703	451	
630 Watson Pharmaceuticals	2011	6/19/12	43,094	40,657	2,437	—	
1200 Wisconsin Energy Corp	2010	6/19/12	46,592	29,971	16,621	720	
3400 Barrick Gold Corp	2011	6/27/12	127,922	156,829	(28,907)	1,012	
1780 Borg Warner	2010	8/07/12	112,644	106,773	5,871	—	
1094 Devon Energy	2005	9/18/12	67,934	54,787	13,147	656	
1150 Energizer Hldgs	2009	9/18/12	80,051	64,702	15,349	460	
1500 Potash	2011	10/02/12	65,116	62,357	2,759	446	
1700 Canadian Imperial	2010	10/16/12	133,531	106,500	27,031	5,268	
1340 Cooper Inds Plc	2011	12/18/12	106,350	86,312	20,038	1,934	
Eaton Corp PLC	2012	12/24/12	12	11	1	—	
Total Stocks			2,437,678	1,751,472	686,206	16,395	

THE DORR FOUNDATION
 GAIN/(LOSS) ON SALES OF SECURITIES
 AND INCOME RECEIVED FOR THE YEAR ENDED DECEMBER 31, 2012
 "CASH BASIS"
 (UNAUDITED)

SCHEDULE 3 *continued*

No. of Shares/ Par Value <u>Bonds</u>	Year Acquired	Date Sold	Proceeds	Cost Basis	Gain or (Loss)	Dividends Received	Interest Received
200,000 Kimberly Clark	2008	4/23/12	211,300	207,680	3,620		6,889
127,000 Oracle	2011	11/20/12	153,226	149,549	3,677		6,456
GNMA Pool	2004	2012	16,758	17,119	(361)		
Total Bonds			\$ 381,284	\$ 374,348	\$ 6,936	—	\$ 13,345
TOTAL Gains on Sales of Securities			\$ 2,818,962	\$ 2,125,820	\$ 693,142	\$ 16,395	\$ 13,345

See accountant's report.

**THE DORR FOUNDATION
GRANTS PAID
FOR THE YEAR ENDED DECEMBER 31, 2012
“CASH BASIS”
(UNAUDITED)**

SCHEDULE 4

University of Pittsburgh	\$15,000
National Audubon Society	20,000
River Sloop Clearwater.	40,000
Appalachian Mountain Club	17,000
Connecticut Audubon Society	8,660
Cambridge College	15,000
The Middlebridge School	15,080
Soundwaters	15,000
Cornell University Cooperative Extension	20,000
New England Wildlife Center	30,000
Keene Middle School	6,665
Vermont Institute of Natural Science	30,000
The Maritime Aquarium	20,000
Appalachian Trail Conservancy	25,000
New Hampshire Envirothon	9,800
Discovery Museum and Planetarium	25,000
The Wildlands Trust	17,500
The Foundation Center	<u>2,000</u>
Total	<u>\$ 331,705</u>

See accountant's report.